

EXHIBIT 1

Maryland Judiciary Case Search

NOTICE: Available

Case Detail

Case Information

Court System: **Circuit Court For Montgomery County - Civil**
Location: **Montgomery Circuit Court**
Case Number: **C-15-CV-25-000042**
Title: **HEALTHWELL FOUNDATION, INC. vs. ALAN KLEIN, et al.**
Case Type: **Injunction**
Filing Date: **01/03/2025**
Case Status: **Open**

Involved Parties Information

Defendant

Name: **PAN FOUNDATION, INC., a/k/a PATIENT ACCESS NETWORK FOUNDATION**

Address: **805 15th Street, NW**
Suite 500
City: **Washington** State: **DC** Zip Code: **20005**

Plaintiff

Name: **HEALTHWELL FOUNDATION, INC.**

Address: **20440 Century Boulevard**
Suite 250
City: **Germantown** State: **MD** Zip Code: **20874**

Attorney(s) for the Plaintiff

Name: **CURRY, JENNIFER L**
Appearance Date: **01/03/2025**
Address Line 1: **Baker, Donelson, Bearman, Caldwell & Berkowitz P.C.**
Address Line 2: **100 Light Street**
Address Line 3: **19th Floor**
City: **BALTIMORE** State: **MD** Zip Code: **21202**

Name: **Felix, Gillian M**
Appearance Date: **01/03/2025**

Address Line 1: **Baker, Donelson, Bearman, Caldwell & Berkowitz, PC**

Address Line 2: **100 Light Street**

City: **BALTIMORE** State: **MD** Zip Code: **21202**

Defendant

Name: **KLEIN, ALAN**

Address: **11602 Georgetowne Court**

City: **Potomac** State: **MD** Zip Code: **20854**

Document Information

File Date: **01/03/2025**

Document Name: **Complaint / Petition**

Comment: **for Injunctive Relief, Declaratory Judgment, and Damages**

File Date: **01/03/2025**

Document Name: **Case Information Report Filed**

Comment:

File Date: **01/03/2025**

Document Name: **Request to Issue**

Comment: **Summons on Defendants**

File Date: **01/03/2025**

Document Name: **Motion/Request for Protective Order**

Comment: **and Request for Emergency Hearing**

File Date: **01/03/2025**

Document
Name: **Memorandum**

Comment: **in Support of Motion for Temporary Restraining Order and Request for Emergency Hearing**

File Date: **01/03/2025**

Document Name: **Supporting Exhibit**

Comment: **A to Motion for Temporary Restraining Order and Request for Emergency Hearing**

File Date: **01/03/2025**

Document Name: **Supporting Exhibit**

Comment: **B to Motion for Temporary Restraining Order and Request for Emergency Hearing**

Document Name: **Supporting Exhibit**

Comment: **C to Motion for Temporary Restraining Order and Request for Emergency Hearing**

This is an electronic case record. Full case information cannot be made available either because of legal restrictions on access to case records found in Maryland Rules, or because of the practical difficulties inherent in reducing a case record into an electronic format.

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Service Desk: (410) 260-1114

Plaintiff, HealthWell Foundation, Inc. (“HealthWell” or the “Foundation”), brings this Verified Complaint for Injunctive Relief, Declaratory Judgment, and Damages against Defendants, Alan Klein (“Mr. Klein”) and PAN Foundation, Inc. (“PAN”) (collectively, “Defendants”). In support thereof, Plaintiff states as follows:

Nature of this Action

1. This is an action seeking permanent injunctive relief, a declaratory judgment, and damages against Mr. Klein, the former Chief Development Officer of HealthWell, arising out of his breaches and threatened breaches of his Employment Agreement with the Foundation, as explained below.

2. This is also an action against PAN, Mr. Klein's new employer, for tortious interference with the Agreement between HealthWell and Mr. Klein.

Parties

3. HealthWell is a 501(c)(3) non-profit corporation headquartered in Germantown, Maryland, which operates as an independent charitable healthcare patient assistance organization.

4. Mr. Klein was the Chief Development Officer of HealthWell, until he voluntarily resigned on December 2, 2024.

5. PAN is a 501(c)(3) non-profit corporation headquartered in Washington, DC, and is a direct competitor of HealthWell that operates as an independent charitable healthcare patient assistance organization.

Factual Allegations

The Terms and Conditions of Mr. Klein's Employment with HealthWell

6. Mr. Klein began his employment with HealthWell in September 2015 as the Chief Development Officer and a member of the Senior Management Team.

7. On August 8, 2018, in exchange for additional compensation, Mr. Klein entered into an Employment Agreement (the "Agreement") with HealthWell that governs the terms of his conduct both during his employment with, and after his termination from, HealthWell. A copy of Mr. Klein's Employment Agreement is attached as Exhibit A.

8. Among those terms of his employment are those set forth on page four (4) of the Agreement addressing his non-compete obligations:

During the term of your employment and for a period of one (1) year following the termination of your employment for any reason whatever you will not, directly or indirectly, whether as principal or as agent, officer, director, employee, member, manager, consultant, shareholder, or otherwise, alone or in associate with any other person corporation or other entity, (i) engage in a Restricted Business (as defined below) in the geographic area constituting the United States of America, [or] (ii) solicit the trade of, or trade with, any customer, prospective customer, donor, prospective donor, supplier, or prospective supplier of the Foundation in any business, organization or enterprise competitive with that of the Foundation to the Foundation's advantage...

* * *

For purposes of this paragraph, the term "Restricted Business" shall mean and include any business, enterprise or organization that (i) is operated as an independent, charitable patient assistance program or organization or (ii) has as its primary business operation a patient assistance program or organization. For example, the foregoing shall not restrict you from acting as an employee, consultant or the like for (i) a charitable organization that operates a patient assistance program as an ancillary, but not primary, part of its overall operations or (ii) a for-profit pharmaceutical manufacturer that operates a commercial patient assistance program as an ancillary, but not primary, part of its overall operations.

9. Mr. Klein's non-compete obligations, per the Agreement, provide as follows:

During the term of your employment and for a period of one (1) year following the termination of your employment for any reason whatever you will not, directly or indirectly, whether as principal or as agent, officer, director, employee, member, manager, consultant, shareholder, or otherwise, alone or in associate with any other person corporation or other entity...(iii) solicit or induce, or attempt to solicit or induce, any employee of the Foundation to leave the Foundation for any reason whatsoever, or hire any employee of the Foundation (it being conclusively presumed so as to avoid any disputes under this paragraph

that the hiring of any employee or former employee of the Foundation within six (6) months following the termination of his/her employment with the Foundation is in violation of this paragraph).

10. Among those terms of his employment are those set forth on page two (2) of the Agreement addressing Mr. Klein's obligations to protect HealthWell's Confidential and Proprietary Information:

You recognize and acknowledge that: (i) in the course of your employment you have access to and acquire certain Confidential Information...relating to the business and operation of the Foundation, (ii) the Confidential Information is the property of the Foundation, (iii) the use, misappropriation or disclosure of the Confidential Information would constitute a breach of trust and could cause irreparable injury to the Foundation, and (iv) it is essential to the protection of the Foundation's good will and to the maintenance of the Foundation's competitive position that the Confidential Information be kept secret and that the Confidential Information not be disclosed by you to others or be used by you to your own advantage or the advantage of others.

You are to hold and safeguard the Confidential Information in trust for the Foundation, its successors and assigns and shall not, without the prior written consent of the Foundation, misappropriate or disclose or make available to anyone for use outside the Foundation's organization at any time, either during your employment or subsequent to the termination of your employment for any reason whatsoever, any of the Confidential Information, whether or not developed by you, except as required in the performance of your duties for the Foundation....

For purposes hereof, the term "Confidential Information" means, without limitation, all information with respect to the Foundation and its business and operations (including, without limitation, proposals, business and operational plans, financial information, customer and prospect lists and information, donor and prospective donor lists and information, donations and grants, individual grant recipients, providers, including specialty pharmacies, vendor information personnel information and contract information), governance, structure, properties, methods of operation, software (including, without limitation, source code, specifications, data, works in process, alpha and beta versions, design documents and

documentation), trade secrets, inventions, discoveries, know-how and other intellectual property.

Upon the termination of your employment for any reason, you are to promptly deliver to the Foundation all correspondence, ...notes, notebooks, reports, flowcharts, programs, proposals, and any documents concerning the Foundation's individual grant recipients or donors, or concerning products, services, programs or processes used by the Foundation and, without limiting the foregoing, you are to promptly deliver to the Foundation any and all other documents or materials containing or constituting Confidential Information.

11. As HealthWell's Chief Development Officer, Mr. Klein was the primary person responsible for developing revenue for HealthWell through soliciting and obtaining charitable donations to HealthWell from donors, the great majority of which consisted of pharmaceutical manufacturers. Those donations would be earmarked for one or more of the many "disease funds" maintained by HealthWell, and which were the source of charitable grants made to qualifying healthcare patients in need of financial assistance to help pay for their medications and other healthcare products and services.

12. As part of his duties, Mr. Klein would regularly interact with donors and prospective donors in several different ways – including, via telephone and video conference, email, text, attending conferences and the like – and would secure donations by having donors enter into donation agreements with HealthWell setting forth the terms and conditions of the donations.

13. Mr. Klein was responsible for securing donations to HealthWell in the hundreds of millions of dollars on an annual basis.

HealthWell's Search For a New President and CEO

14. HealthWell's Board of Directors (the "Board") launched a national search for a new President and CEO ("CEO") in or around March 2024.

15. The Board Chair, David Knowlton (“Mr. Knowlton”) selected two members of the Board – Jerri Scarzella (“Ms. Scarzella”) and Cathleen Bennett (“Ms. Bennett”) – to conduct the CEO search.

16. With input from other members of the Board, Ms. Scarzella and Ms. Bennett created a new job description, job posting, and a list of criteria required for the new CEO.

17. On April 15, 2024, Ms. Scarzella and Ms. Bennett issued a CEO job posting, inviting candidates to apply. HealthWell received 192 applications, including Mr. Klein’s application and the application of another long-time HealthWell employee.

18. Over the course of the next several months, Mr. Klein repeatedly told his HealthWell coworkers, as well as some of HealthWell’s biggest donors that he would be named CEO.

19. Ms. Scarzella and Ms. Bennett reviewed the applications and narrowed the pool down to eight candidates for the first round of interviews. Although Mr. Klein and the other HealthWell employee did not meet all of the criteria identified for the CEO position as did the other eight candidates, they were included in the first round of interviews based on their years of service to HealthWell (*i.e.*, nine years for Mr. Klein and 18 years for the other HealthWell employee).

20. Mr. Klein was interviewed by Ms. Scarzella and Ms. Bennett in or around June 2024.

21. Ms. Scarzella and Ms. Bennett determined that Mr. Klein’s qualifications were not on par with several of the other outside candidates, and therefore he would not continue to the second round of interviews.

22. Mr. Klein was issued a letter on or around July, 2024, notifying him of the decision that he would not continue through the CEO hiring process.

Mr. Klein Threatens to Inflict “Pain” on HealthWell When He Was Not Chosen as the New CEO

23. Mr. Klein was incensed that he was not selected for the second round of interviews and demanded a meeting with Mr. Knowlton.

24. Mr. Klein and Mr. Knowlton met in person on July 24, 2024. During that meeting, Mr. Klein told Mr. Knowlton that the decision not to hire him as CEO as embarrassing, particularly because he had told many of his co-workers and several HealthWell donors that he would be the new CEO.

25. During that same conversation, Mr. Klein demanded that Mr. Knowlton either significantly increase his salary and pay him a hefty bonus or release him from his non-compete obligations. Mr. Klein threatened Mr. Knowlton that if did not acquiesce to these demands, he could inflict significant pain on HealthWell, by convincing donors not to donate going forward or to convince them to place their donations with Mr. Klein at a competitor organization. Mr. Klein later disclosed to another HealthWell employee that he issued this threat to Mr. Knowlton.

26. Mr. Knowlton made clear that Mr. Klein would not be released from his non-compete obligations and he indicated that HealthWell would consider conducting a compensation study to determine whether his salary required an adjustment based on industry comparisons.

27. Mr. Klein thereafter began acting out at work, including intimating that he would not return to HealthWell after his vacation, leading to other HealthWell employees raising concerns to Mr. Knowlton about Mr. Klein and his threats.

28. When Mr. Klein's demands were not heeded, he began targeting HealthWell and the Board with a variety of litigation, all in an apparent effort to force HealthWell to make him CEO, pay him a significant amount of money, or release him from his non-compete obligations.

29. Specifically, Mr. Klein alleged, among other things, that he was retaliated against because only he and the former CEO were subject to restrictive covenants and because HealthWell refused to release him from his non-compete obligations.

30. HealthWell's Board selected Michael Heimall ("Mr. Heimall") as the new CEO, and he formally commenced employment in that position in late October 2024.

31. When Mr. Klein met Mr. Heimall for the first time, at the event when he was announced as the new CEO, Mr. Klein introduced himself to Mr. Heimall and specifically (and without reason) informed him that he was in a legal battle with the Board.

Mr. Klein Assists PAN to Recruit HealthWell Employee

32. Meanwhile, on or about September 12, 2024, HealthWell's Associate Director of Development, Sarina Robbins ("Ms. Robbins"), Mr. Klein's long-time subordinate, received a "connection" request on LinkedIn from Kevin Hagan, Chief Executive Officer of PAN.

33. The following day, September 13, 2024, Jeanine Jones ("Ms. Jones"), Chief Experience Officer of PAN, sent a "connection" to Ms. Robbins on LinkedIn. Ms. Jones also sent Ms. Robbins a message, stating that Ms. Jones wanted to "connect" because she had "heard great things about [Ms. Robbins] from [Ms. Jones's] colleagues at PAN."

34. A few days later, while at work at HealthWell, Mr. Klein asked Ms. Robbins whether she regularly checks her LinkedIn account and suggested that she do so. Ms. Robbins found this statement strange because she had never before discussed LinkedIn with Mr. Klein.

35. Ms. Robbins never applied to work at PAN, nor had she been searching for new employment generally, and remains an employee of HealthWell.

36. Ms. Robbins also was not active on LinkedIn at that time. In fact, Ms. Robbins had not updated her LinkedIn profile in over a year, and her profile therefore did not include her current title with HealthWell.

37. Ms. Robbins found it odd that any PAN employee said “great things about [her]” to Ms. Jones, or otherwise had identified her as a potential candidate for employment with PAN, based on her prior lack of engagement or connection with any employees of PAN.

Mr. Klein Voluntarily Resigned from HealthWell to Accept a Position with PAN

38. On December 2, 2024, Mr. Klein notified Mr. Knowlton and Mr. Heimall that he was resigning from his position with HealthWell, effective December 31, 2024.

39. On December 4, 2024, Mr. Klein notified Mr. Heimall that he had accepted a development position – the same work he was doing with HealthWell – with PAN that would begin on January 6, 2025.

40. Mr. Klein specifically told Mr. Heimall that Mr. Klein’s new job at PAN would be to focus on development of revenue and cultivate PAN’s documented existing donors. Mr. Klein explained that both his personal attorney and counsel for PAN reviewed his Employment Agreement and determined that the position would not violate his non-compete obligations.

41. Prior to leaving HealthWell, Mr. Klein told Ms. Robbins and another HealthWell employee that they would always have a job wherever he worked, implying that he would get them a job at PAN if they wanted.

42. As required by all HealthWell employees whose employment is terminated, Mr. Klein returned his Foundation-issued equipment – a cell phone and laptop – to HealthWell. Upon

receipt of that cell phone, HealthWell learned that Mr. Klein had uploaded the entire contents of the phone – including internal emails with confidential documents attached, sensitive emails to and from donors, and detailed contact information for donors – to his personal iCloud account.

Count One
Declaratory Judgment

43. HealthWell incorporates by reference each of the allegations set forth in Paragraphs 1 to 42 as set forth in full in this Paragraph 43.

44. There exists an actual and justiciable controversy between HealthWell and the Defendants with respect to whether the Non-Competition provision in Mr. Klein's Employment Agreement are valid and enforceable under Maryland law.

45. HealthWell seeks declaratory relief on this controversy.

46. Specifically, HealthWell seeks a declaration that the Non-Competition provision is enforceable, and prohibits Mr. Klein from being employed by an organization that operates as an independent charitable healthcare patient assistance organization in direct competition with HealthWell (*i.e.*, PAN) in a development position with the intention of soliciting and growing donors.

47. HealthWell further seeks a declaration that Mr. Klein will be in breach of the Employment Agreement, including but not limited to the Non-Competition provision.

WHEREFORE, Plaintiff HealthWell Foundation, Inc. requests that this Court enter judgment declaring that the Non-Competition provision of Mr. Klein's Employment Agreement:

A. is enforceable; and

B. prohibits Mr. Klein from being employed in a development position with PAN, and similar organizations.

Count Two
Breach of Contract (Against Mr. Klein)

48. HealthWell incorporates by reference each of the allegations set forth in Paragraphs 1 to 47 as set forth in full in this Paragraph 48.

49. HealthWell and Mr. Klein entered into a binding Employment Agreement on August 8, 2018, concerning the terms of his continued employment with HealthWell and his conduct following the termination of his employment with HealthWell.

50. Among the various terms of the Agreement, in exchange for additional compensation, Mr. Klein was required to refrain directly or indirectly, from soliciting or inducing, or attempting to solicit or induce, any employee of HealthWell to leave HealthWell for any reason whatsoever, both during his employment and during the Restricted Period after the termination of his employment.

51. The Agreement also required Mr. Klein to keep HealthWell's Confidential Information secret and not to disclose the Confidential Information.

52. HealthWell has fully performed its obligations under the Employment Agreement.

53. Mr. Klein has threatened to violate the Non-Competition provisions of his Agreement by accepting employment with PAN, an independent, non-profit organization that provides charitable financial assistance for healthcare patients, in direct competition with HealthWell, to perform development work, the very same work that he performed for HealthWell.

54. Upon information and belief, Mr. Klein violated the Non-Solicitation provision of the Agreement by assisting PAN to solicit Ms. Robbins, an employee of HealthWell and Mr. Klein's direct subordinate.

55. Mr. Klein violated the confidentiality provision of the Agreement by taking HealthWell's Confidential and Proprietary Information, including donor contact information,

details of donations, and confidential HealthWell emails and documents before returning his HealthWell-issued laptop computer and cell phone at the time of his termination.

56. Because the Agreement entitles HealthWell with a unique interest in the protection against unfair competition, solicitation of its employees, and security of its Confidential and Proprietary Information, HealthWell is without an adequate remedy at law.

57. By reason of these breaches, HealthWell has been, and continues to be, damaged.

WHEREFORE, Plaintiff HealthWell Foundation, Inc. requests that this Court enter judgment on foregoing Count against Defendant Alan Klein, as follows:

A. For compensatory damages adequate to compensate HealthWell in an amount to be proved at trial;

B. Preliminary and permanently restrain and enjoin Mr. Klein from soliciting any HealthWell employee to work for PAN, or any other similar organization, for the time period of one year from the date this Court enters its order(s);

C. Preliminarily and permanently restrain and enjoin Mr. Klein from using any HealthWell Confidential and Proprietary Information and compelling him to return all such Information, permanently delete such information from any electronic storage device or cloud-based system, and destroy all copies thereof wherever they may be located outside of HealthWell's control;

D. Reasonable attorneys' fees and costs of suit; and

E. Such other and further relief as the Court deems proper and just.

Count Three
Specific Performance (Against Mr. Klein)

58. HealthWell incorporates by reference each of the allegations set forth in Paragraphs 1 to 57 as set forth in full in this Paragraph 58.

59. HealthWell and Mr. Klein entered into a binding Employment Agreement on August 8, 2018, concerning the terms of his continued employment with HealthWell and his conduct following the termination of his employment with HealthWell.

60. Among the various terms of the Agreement, in exchange for additional compensation, Mr. Klein was required to refrain from the following conduct both during his employment and during the designated duration after the termination of his employment:

(i) [E]ngag[ing] in a Restricted Business (as defined below) in the geographic area constituting the United States of America, [or] (ii) solicit[ing] the trade of, or trade with, any customer, prospective customer, donor, prospective donor, supplier, or prospective supplier of the Foundation in any business, organization or enterprise competitive with that of the Foundation to the Foundation's advantage...

* * *

(iii) solicit[ing] or induc[ing], or attempt[ing] to solicit or induce, any employee of the Foundation to leave the Foundation for any reason whatsoever, or hire any employee of the Foundation (it being conclusively presumed so as to avoid any disputes under this paragraph that the hiring of any employee or former employee of the Foundation within six (6) months following the termination of his/her employment with the Foundation is in violation of this paragraph).

* * *

For purposes of this paragraph, the term "Restricted Business" shall mean and include any business, enterprise or organization that (i) is operated as an independent, charitable patient assistance program or organization or (ii) has as its primary business operation a patient assistance program or organization. For example, the foregoing shall not restrict you from acting as an employee, consultant or the like for (i) a charitable organization that operates a patient assistance program as an ancillary, but not primary, part of its overall

operations or (ii) a for-profit pharmaceutical manufacturer that operates a commercial patient assistance program as an ancillary, but not primary, part of its overall operations.

61. HealthWell has fully performed its obligations under the Agreement.

62. Mr. Klein has threatened to violate the Non-Competition provisions of his Agreement by accepting employment with PAN, an independent, non-profit company that operates as a charitable healthcare patient assistance organization, and performs development work, through soliciting and obtaining charitable donations from donors, in direct competition with HealthWell.

63. Because the Agreement entitles HealthWell with a unique interest in the protection against unfair competition, HealthWell is without an adequate remedy at law.

64. By reason of this threatened breach, HealthWell will be damaged.

WHEREFORE, Plaintiff HealthWell Foundation, Inc. requests that this Court enter judgment on foregoing Count against Defendant Alan Klein, as follows:

A. For preliminary and permanently restrain and enjoin Mr. Klein from working for PAN, or any other similar business, for a period of one year from the date the Court enters said order.

B. Reasonable attorneys' fees and costs of suit;

C. Such other and further relief as the Court deems proper and just.

Count Four
Breach of Fiduciary Duty (Against Mr. Klein)

65. HealthWell incorporates by reference each of the allegations set forth in Paragraphs 1 to 64 as set forth in full in this Paragraph 65.

66. As an executive and member of HealthWell's Senior Management Team, Mr. Klein owed duties to HealthWell, including but not limited to, the duties of care and loyalty to HealthWell.

67. Upon information and belief, Mr. Klein breached duties he owed to HealthWell, in whole or in part, by:

- a. Coordinating with PAN – directly or indirectly – to solicit Ms. Robbins, a HealthWell employee and Mr. Klein's direct subordinate, to leave her employment with HealthWell and take employment with PAN;
- b. Providing a copy of his Employment Agreement to PAN's counsel for analysis to
- c. Coordinating with PAN to terminate his employment with HealthWell to take a position in development with PAN, doing the very same work soliciting and growing donors as he performed with HealthWell, in violation of the Non-Competition provision of his Employment Agreement;
- d. Taking and failing to return HealthWell's Confidential and Proprietary Information, and, based on information and belief, by uploading the contents of his HealthWell-issued laptop computer and cell phone to his personal iCloud account.

68. Until five months ago (July 2024), HealthWell held reasonable trust in Mr. Klein as its Chief Development Officer. Because of this trust, HealthWell relied on Mr. Klein to act in the best interests of HealthWell, to not make threats to inflict "pain" on HealthWell, to not induce its employees to leave HealthWell to work for a direct competitor, and to not share HealthWell's Confidential Information with a direct competitor.

69. The above actions by Mr. Klein actually and proximately caused harm to HealthWell in an amount to be proven at trial.

70. In the course of breaching his Employment Agreement and breaching his fiduciary duties to HealthWell, while he was still an employee of HealthWell, Mr. Klein acted fraudulently, intentionally, maliciously, and recklessly.

WHEREFORE, Plaintiff HealthWell Foundation, Inc. requests that this Court enter judgment on the foregoing Count against Defendant Alan Klein, as follows:

Count Five
Intentional Interference with a Contract (Against PAN)

71. HealthWell incorporates by reference each of the allegations set forth in Paragraphs 1 to 70 as set forth in full in this Paragraph 71.

72. There is an existing and enforceable Employment Agreement between HealthWell and Mr. Klein, as set forth above and attached here as Exhibit A.

73. PAN was and is aware of the contractual relationship between HealthWell and Mr. Klein.

74. Upon information and belief, PAN intentionally and unjustifiably induced Mr. Klein to breach his Employment Agreement by (1) coordinating with Mr. Klein to solicit a HealthWell employee – Ms. Robbins, Mr. Klein’s direct subordinate – to work for PAN; (2) offering Mr. Klein employment in a development position in direct competition with HealthWell; and (3) inducing Mr. Klein to use HealthWell’s Confidential and Proprietary Information that he took from HealthWell upon the termination of his employment, all of which are in violation of Mr. Klein’s Employment Agreement.

75. The aforementioned actions by PAN were undertaken with actual malice in that PAN acted with a positive desire and intention to injure HealthWell.

76. By reason of these actions by PAN, HealthWell has been, and continues to be damaged.

77. HealthWell lacks an adequate remedy at law in that PAN's employment of Mr. Klein, Mr. Klein's stated intention of continuing to solicit HealthWell employees, and Mr. Klein's continued possession of HealthWell's Confidential and Proprietary Information threatens to harm HealthWell into the future in competing for donors, and this future harm is not measurable and cannot be completely redressed in money damages alone.

WHEREFORE, Plaintiff HealthWell Foundation, Inc. requests that this Court enter judgment on foregoing Count against Defendant Alan Klein, as follows:

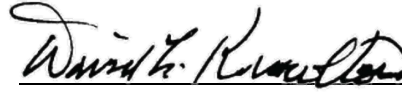
- A. For compensatory damages adequate to compensate HealthWell in an amount to be proved at trial;
- B. For punitive damages;
- C. For a period of one year from the date this Court enters such an order, preliminarily and permanently restrain and enjoin PAN from:
 - a. employing Mr. Klein;
 - b. inducing Mr. Klein to directly or indirect solicit HealthWell employees; and
 - c. using HealthWell's Confidential and Proprietary Information and compelling them to return all such HealthWell Information and permanently destroy all electronically-stored copies of such HealthWell Information, and destroy all copies thereof wherever they may be located outside of HealthWell's control; and
- D. Such other and further relief as the Court deems proper and just.

JURY DEMAND

Plaintiff demands a trial by jury on all issues so triable.

VERIFICATION

I solemnly affirm under the penalties of perjury that the contents of the foregoing Complaint are true to the best of my knowledge, information and belief.



David Knowlton
HealthWell Foundation Inc. Board Chair

Respectfully submitted,

/s/ Jennifer L. Curry, Esq.

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IN THE CIRCUIT COURT FOR Montgomery County

(City or County)

CIVIL - NON-DOMESTIC CASE INFORMATION REPORT**DIRECTIONS**

Plaintiff: This Information Report must be completed and attached to the complaint filed with the Clerk of Court unless your case is exempted from the requirement by the Chief Judge of the Court of Appeals pursuant to Rule 2-111(a).

Defendant: You must file an Information Report as required by Rule 2-323(h).

THIS INFORMATION REPORT CANNOT BE ACCEPTED AS A PLEADING

FORM FILED BY: ☒ PLAINTIFF ☐ DEFENDANT CASE NUMBER _____
(Clerk to insert)

CASE NAME: HealthWell Foundation, Inc. vs. Alan Klein, et al.
Plaintiff Defendant

PARTY'S NAME: HealthWell Foundation, Inc. **PHONE:** _____

PARTY'S ADDRESS: 20440 Century Blvd., Suite 250, Germantown, MD 20874

PARTY'S E-MAIL: _____

If represented by an attorney:

PARTY'S ATTORNEY'S NAME: Jennifer L. Curry **PHONE:** 410-862-1183

PARTY'S ATTORNEY'S ADDRESS: 100 Light St., 19th Floor, Baltimore, MD 21202

PARTY'S ATTORNEY'S E-MAIL: jcurry@bakerdonelson.com

JURY DEMAND? ☒ Yes ☐ No

RELATED CASE PENDING? ☐ Yes ☒ No If yes, Case #(s), if known: _____

ANTICIPATED LENGTH OF TRIAL?: _____ hours 3 days

PLEADING TYPE

New Case: ☒ Original ☐ Administrative Appeal ☐ Appeal

Existing Case: ☐ Post-Judgment ☐ Amendment

If filing in an existing case, skip Case Category/ Subcategory section - go to Relief section.

IF NEW CASE: CASE CATEGORY/SUBCATEGORY (Check one box.)**TORTS**

- ☐ Asbestos
- ☐ Assault and Battery
- ☐ Business and Commercial
- ☐ Conspiracy
- ☐ Conversion
- ☐ Defamation
- ☐ False Arrest/Imprisonment
- ☐ Fraud
- ☐ Lead Paint - DOB of Youngest Plt: _____
- ☐ Loss of Consortium
- ☐ Malicious Prosecution
- ☐ Malpractice-Medical
- ☐ Malpractice-Professional
- ☐ Misrepresentation
- ☐ Motor Tort
- ☐ Negligence
- ☐ Nuisance
- ☐ Premises Liability
- ☐ Product Liability
- ☐ Specific Performance
- ☐ Toxic Tort
- ☐ Trespass
- ☐ Wrongful Death

CONTRACT

- ☐ Asbestos
- ☐ Breach
- ☐ Business and Commercial
- ☐ Confessed Judgment (Cont'd)
- ☐ Construction
- ☐ Debt
- ☐ Fraud

- ☐ Government
- ☐ Insurance
- ☐ Product Liability
- PROPERTY**
- ☐ Adverse Possession
- ☐ Breach of Lease
- ☐ Detinue
- ☐ Distress/Distrain
- ☐ Ejectment
- ☐ Forcible Entry/Detainer
- ☐ Foreclosure
- ☐ Commercial
- ☐ Residential
- ☐ Currency or Vehicle
- ☐ Deed of Trust
- ☐ Land Installments
- ☐ Lien
- ☐ Mortgage
- ☐ Right of Redemption
- ☐ Statement Condo
- ☐ Forfeiture of Property / Personal Item
- ☐ Fraudulent Conveyance
- ☐ Landlord-Tenant
- ☐ Lis Pendens
- ☐ Mechanic's Lien
- ☐ Ownership
- ☐ Partition/Sale in Lieu
- ☐ Quiet Title
- ☐ Rent Escrow
- ☐ Return of Seized Property
- ☐ Right of Redemption
- ☐ Tenant Holding Over

PUBLIC LAW

- ☐ Attorney Grievance
- ☐ Bond Forfeiture Remission
- ☐ Civil Rights
- ☐ County/Mncpl Code/Ord
- ☐ Election Law
- ☐ Eminent Domain/Condemn.
- ☐ Environment
- ☐ Error Coram Nobis
- ☐ Habeas Corpus
- ☐ Mandamus
- ☐ Prisoner Rights
- ☐ Public Info. Act Records
- ☐ Quarantine/Isolation
- ☐ Writ of Certiorari

EMPLOYMENT

- ☐ ADA
- ☐ Conspiracy
- ☐ EEO/HR
- ☐ FLSA
- ☐ FMLA
- ☐ Workers' Compensation
- ☐ Wrongful Termination

INDEPENDENT PROCEEDINGS

- ☐ Assumption of Jurisdiction
- ☐ Authorized Sale
- ☐ Attorney Appointment
- ☐ Body Attachment Issuance
- ☐ Commission Issuance

- ☐ Constructive Trust
- ☐ Contempt
- ☐ Deposition Notice
- ☐ Dist Ct Mtn Appeal
- ☐ Financial
- ☐ Grand Jury/Petit Jury
- ☐ Miscellaneous
- ☐ Perpetuate Testimony/Evidence
- ☐ Prod. of Documents Req.
- ☐ Receivership
- ☐ Sentence Transfer
- ☐ Set Aside Deed
- ☐ Special Adm. - Atty
- ☐ Subpoena Issue/Quash
- ☐ Trust Established
- ☐ Trustee Substitution/Removal
- ☐ Witness Appearance-Compel

PEACE ORDER

☐ Peace Order

EQUITY

- ☒ Declaratory Judgment
- ☐ Equitable Relief
- ☐ Injunctive Relief
- ☐ Mandamus

OTHER

- ☐ Accounting
- ☐ Friendly Suit
- ☐ Grantor in Possession
- ☐ Maryland Insurance Administration
- ☐ Miscellaneous
- ☐ Specific Transaction
- ☐ Structured Settlements

IF NEW OR EXISTING CASE: RELIEF (Check All that Apply)

- | | | | |
|--|--|--|---|
| <input type="checkbox"/> Abatement | <input type="checkbox"/> Earnings Withholding | <input type="checkbox"/> Judgment-Interest | <input type="checkbox"/> Return of Property |
| <input type="checkbox"/> Administrative Action | <input type="checkbox"/> Enrollment | <input type="checkbox"/> Judgment-Summary | <input type="checkbox"/> Sale of Property |
| <input type="checkbox"/> Appointment of Receiver | <input type="checkbox"/> Expungement | <input checked="" type="checkbox"/> Liability | <input type="checkbox"/> Specific Performance |
| <input type="checkbox"/> Arbitration | <input type="checkbox"/> Findings of Fact | <input type="checkbox"/> Oral Examination | <input type="checkbox"/> Writ-Error Coram Nobis |
| <input type="checkbox"/> Asset Determination | <input type="checkbox"/> Foreclosure | <input type="checkbox"/> Order | <input type="checkbox"/> Writ-Execution |
| <input type="checkbox"/> Attachment b/f Judgment | <input checked="" type="checkbox"/> Injunction | <input type="checkbox"/> Ownership of Property | <input type="checkbox"/> Writ-Garnish Property |
| <input type="checkbox"/> Cease & Desist Order | <input type="checkbox"/> Judgment-Affidavit | <input type="checkbox"/> Partition of Property | <input type="checkbox"/> Writ-Garnish Wages |
| <input type="checkbox"/> Condemn Bldg | <input type="checkbox"/> Judgment-Attorney Fees | <input type="checkbox"/> Peace Order | <input type="checkbox"/> Writ-Habeas Corpus |
| <input type="checkbox"/> Contempt | <input type="checkbox"/> Judgment-Confessed | <input type="checkbox"/> Possession | <input type="checkbox"/> Writ-Mandamus |
| <input type="checkbox"/> Court Costs/Fees | <input type="checkbox"/> Judgment-Consent | <input type="checkbox"/> Production of Records | <input type="checkbox"/> Writ-Possession |
| <input checked="" type="checkbox"/> Damages-Compensatory | <input checked="" type="checkbox"/> Judgment-Declaratory | <input type="checkbox"/> Quarantine/Isolation Order | |
| <input checked="" type="checkbox"/> Damages-Punitive | <input type="checkbox"/> Judgment-Default | <input type="checkbox"/> Reinstatement of Employment | |

If you indicated **Liability** above, mark one of the following. This information is not an admission and may not be used for any purpose other than Track Assignment.

☐ Liability is conceded. ☐ Liability is not conceded, but is not seriously in dispute. ☐ Liability is seriously in dispute.

MONETARY DAMAGES (Do not include Attorney's Fees, Interest, or Court Costs)

☐ Under \$10,000 ☐ \$10,000 - \$30,000 ☐ \$30,000 - \$100,000 ☒ Over \$100,000

☐ Medical Bills \$ _____ ☐ Wage Loss \$ _____ ☐ Property Damages \$ _____

ALTERNATIVE DISPUTE RESOLUTION INFORMATION

Is this case appropriate for referral to an ADR process under Md. Rule 17-101? (Check all that apply)

A. Mediation ☐ Yes ☒ No C. Settlement Conference ☒ Yes ☐ No
 B. Arbitration ☐ Yes ☒ No D. Neutral Evaluation ☐ Yes ☒ No

SPECIAL REQUIREMENTS

- ☐ If a Spoken Language Interpreter is needed, **check here and attach form CC-DC-041**
- ☐ If you require an accommodation for a disability under the Americans with Disabilities Act, **check here and attach form CC-DC-049**

ESTIMATED LENGTH OF TRIAL

*With the exception of Baltimore County and Baltimore City, please fill in the estimated **LENGTH OF TRIAL**.*

(Case will be tracked accordingly)

- ☐ 1/2 day of trial or less ☒ 3 days of trial time
☐ 1 day of trial time ☐ More than 3 days of trial time
☐ 2 days of trial time

BUSINESS AND TECHNOLOGY CASE MANAGEMENT PROGRAM

For all jurisdictions, if Business and Technology track designation under Md. Rule 16-308 is requested, attach a duplicate copy of complaint and check one of the tracks below.

- ☐ **Expedited**- Trial within 7 months of Defendant's response ☐ **Standard** - Trial within 18 months of Defendant's response

EMERGENCY RELIEF REQUESTED

**COMPLEX SCIENCE AND/OR TECHNOLOGICAL CASE
MANAGEMENT PROGRAM (ASTAR)**

*FOR PURPOSES OF POSSIBLE SPECIAL ASSIGNMENT TO ASTAR RESOURCES JUDGES under
Md. Rule 16-302, attach a duplicate copy of complaint and check whether assignment to an ASTAR is requested.*

☐ **Expedited** - Trial within 7 months of Defendant's response ☐ **Standard** - Trial within 18 months of Defendant's response

***IF YOU ARE FILING YOUR COMPLAINT IN BALTIMORE CITY, OR BALTIMORE COUNTY,
PLEASE FILL OUT THE APPROPRIATE BOX BELOW.***

CIRCUIT COURT FOR BALTIMORE CITY (CHECK ONLY ONE)

<input type="checkbox"/> Expedited	Trial 60 to 120 days from notice. Non-jury matters.
<input type="checkbox"/> Civil-Short	Trial 210 days from first answer.
<input type="checkbox"/> Civil-Standard	Trial 360 days from first answer.
<input type="checkbox"/> Custom	Scheduling order entered by individual judge.
<input type="checkbox"/> Asbestos	Special scheduling order.
<input type="checkbox"/> Lead Paint	Fill in: Birth Date of youngest plaintiff
<input type="checkbox"/> Tax Sale Foreclosures	Special scheduling order.
<input type="checkbox"/> Mortgage Foreclosures	No scheduling order.

CIRCUIT COURT FOR BALTIMORE COUNTY

<input type="checkbox"/> Expedited (Trial Date-90 days)	Attachment Before Judgment, Declaratory Judgment (Simple), Administrative Appeals, District Court Appeals and Jury Trial Prayers, Guardianship, Injunction, Mandamus.
<input type="checkbox"/> Standard (Trial Date-240 days)	Condemnation, Confessed Judgments (Vacated), Contract, Employment Related Cases, Fraud and Misrepresentation, International Tort, Motor Tort, Other Personal Injury, Workers' Compensation Cases.
<input type="checkbox"/> Extended Standard (Trial Date-345 days)	Asbestos, Lender Liability, Professional Malpractice, Serious Motor Tort or Personal Injury Cases (medical expenses and wage loss of \$100,000, expert and out-of-state witnesses (parties), and trial of five or more days), State Insolvency.
<input type="checkbox"/> Complex (Trial Date-450 days)	Class Actions, Designated Toxic Tort, Major Construction Contracts, Major Product Liabilities, Other Complex Cases.

January 3, 2025
Date

100 Light St., 19th Floor
Address

Baltimore, MD 21202
City State Zip Code

/s/ Jennifer L. Curry, AIS No.: 0712110079
Signature of Counsel / Party

Jennifer L. Curry
Printed Name

HEALTHWELL FOUNDATION, INC.
20440 Century Blvd. Suite 250
Germantown, Md 20874

Plaintiff

v.

ALAN KLEIN,
11602 Georgetowne Court
Potomac, MD 20854,

And

PAN FOUNDATION, INC.
a/k/a PATIENT ACCESS NETWORK
FOUNDATION,
805 15TH Street, NW
Suite 500
Washington, D.C. 20005

S/O:

Resident Agent:
CORPORATION SERVICE COMPANY,
1090 Vermont Avenue, NW
Washington, D.C. 20005
infor@cscglobal.com

Defendants.

* * * * *

REQUEST FOR ISSUANCE OF SUMMONS

Plaintiff, HealthWell Foundation, Inc., by and through its undersigned attorneys, requests
the issuance of summons upon the Defendants:

ALAN KLEIN,
11602 Georgetowne Court
Potomac, MD 20854

and

PAN FOUNDATION, INC.
a/k/a PATIENT ACCESS NETWORK FOUNDATION,
805 15TH Street, NW

Suite 500
Washington, D.C. 20005

S/O:

Resident Agent:
CORPORATION SERVICE COMPANY,
1090 Vermont Avenue, NW
Washington, D.C. 20005
infor@cscglobal.com

Respectfully submitted,

/s/ Jennifer L. Curry, Esq.

Jennifer L. Curry, Esq.
jcurry@bakerdonelson.com

AI No.: 0712110079

Gillian M. Felix, Esq.
gfelix@bakerdonelson.com

AI No.: 2001060010

Baker Donelson Bearman Caldwell
& Berkowitz, P.C.

100 Light Street
Baltimore, Maryland 21202

Phone: 410.862.1183

Fax: 443.263.7583

HEALTHWELL FOUNDATION, INC.
20440 Century Blvd. Suite 250
Germantown, MD 20874

Plaintiff

v.

ALAN KLEIN,
11602 Georgetowne Court
Potomac, MD 20854,

And

PAN FOUNDATION, INC.
a/k/a PATIENT ACCESS NETWORK
FOUNDATION 805 15TH Street, NW
Suite 500
Washington, D.C. 20005,

Defendants.

* IN THE
* CIRCUIT COURT
* FOR
* MONTGOMERY COUNTY
* Case No.
*
* C-15-CV-25-000042
*
*
*
*
*
*
*

* * * * *

**MOTION FOR TEMPORARY RESTRAINING ORDER
AND REQUEST FOR EMERGENCY HEARING**

Plaintiff, HealthWell Foundation, Inc. (“HealthWell”), respectfully moves this Court for a Temporary Restraining Order and Preliminary Injunction pursuant to Maryland Rules 15-501, 15-504, and 15-505 against Defendants Alan Klein and PAN Foundation, Inc. In support of this Motion, HealthWell files the attached Memorandum of Law in Support of Motion for Temporary Restraining Order and Preliminary Injunction.

Respectfully submitted,

/s/ Jennifer L. Curry, Esq.

Jennifer L. Curry, Esq.
jcurry@bakerdonelson.com
AIS No.: 0712110079
Gillian M. Felix, Esq.
gfelix@bakerdonelson.com

AIS No.: 2001060010
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Phone: 410.862.1183
Fax: 443.263.7583

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 3rd day of January, 2025, the forgoing Motion for Temporary Restraining Order and Request for Emergency Hearing was served via email and via first class mail, postage prepaid upon the following:

Carla D. Brown, Esq.
11260 Roger Bacon Drive, Suite 201
Reston, VA 20190
cbrown@charlsonbredehoft.com

/s/ Jennifer L. Curry, Esq.
Jennifer L. Curry, Esq.

HEALTHWELL FOUNDATION, INC.
20440 Century Blvd. Suite 250
Germantown, MD 20874

Plaintiff

v.

ALAN KLEIN,
11602 Georgetowne Court
Potomac, MD 20854,

And

PAN FOUNDATION, INC.
a/k/a PATIENT ACCESS NETWORK
FOUNDATION,
805 15TH Street, NW
Suite 500
Washington, D.C. 20005

Defendants.

* IN THE
* CIRCUIT COURT
* FOR
* MONTGOMERY COUNTY
* Case No.
* C-15-CV-25-000042

* * * * *

**MEMORANDUM OF LAW IN SUPPORT OF MOTION
FOR TEMPORARY RESTRAINING ORDER AND PRELIMINARY INJUNCTION**

Pursuant to Maryland Rules 15-501, 15-504 and 15-505, Plaintiff HealthWell Foundation, Inc. (“HealthWell” or the “Foundation”), hereby moves for a temporary restraining order (“TRO”) and preliminary injunction against Defendants Alan Klein (“Mr. Klein”) and PAN Foundation, Inc. (“PAN”) (collectively, “Defendants”).

I. Preliminary Statement.

As set forth below, the subject matter of this litigation is the violation, and ongoing threatened violations, of the restrictive covenants in Mr. Klein’s Employment Agreement (the “Agreement”) with HealthWell. Mr. Klein, the former Chief Development Officer of HealthWell, recently resigned and is not only aware of the terms of the non-compete, non-

solicitation, and confidentiality provisions of his Agreement, but he has acted with utter disregard for his obligations under those provisions. In the months leading up to his resignation, HealthWell has learned that Mr. Klein has assisted PAN – a direct competitor of the Foundation – in recruiting a HealthWell employee, taken a development position with PAN, and surreptitiously retained confidential and proprietary information from HealthWell equipment following his resignation from the Foundation.

For the reasons set forth below, the four-factor test for a TRO favors HealthWell’s need to protect against unlawful competition and theft of its data, while this matter is litigated. HealthWell therefore moves for such a TRO to maintain the status quo while this case is pending.

II. Background Facts.

HealthWell is a non-profit organization whose goal is to reduce financial barriers to care for underinsured patients with chronic or life-altering diseases. *See* HealthWell’s 2023 IRS 990 Filing, attached as Exhibit A; Compl. ¶ 3) HealthWell relies on grants and donations to fund its important work. (Compl. ¶ 11) The donations received would be earmarked for one or more of the many “disease funds” maintained by HealthWell, and which were the source of charitable grants made to qualifying healthcare patients in need of financial assistance to help pay for their medications and other healthcare products and services. *Id.*

Mr. Klein served as the Chief Development Officer of HealthWell, beginning September 2015. (Compl. ¶ 6) In that role, Mr. Klein was responsible for developing revenue for HealthWell through soliciting and obtaining charitable donations from the Foundation’s donors, the great majority of which consisted of pharmaceutical manufacturers. (Compl. ¶ 11) To that end, Mr. Klein would regularly interact with donors and prospective donors in several different

ways – including, via telephone and video conference, email, text, attending conferences and the like – and would secure donations by having donors enter into donation agreements with HealthWell setting forth the terms and conditions of the donations. (Compl. ¶ 12) In that regard, Mr. Klein was responsible for securing donations to HealthWell in the hundreds of millions of dollars on an annual basis. (Compl. ¶ 13).

HealthWell is the largest non-profit organization dedicated to improving access to health care for underinsured patients in the United States. (Compl. ¶ ¶3, 11) It has spent many years developing a stable and growing network of donors, largely through its excellent reputation as a leader among charitable organizations for effectiveness and efficiency in the management of its donations and grants. As the Chief Development Officer, Mr. Klein was given access to all of HealthWell's donor and grant information. (Compl. ¶ 12) Because of the sensitive nature and value of his work to HealthWell, and in exchange for additional compensation, Mr. Klein signed the Agreement that included restrictive covenants, such as non-compete and non-solicit provisions, intended to protect HealthWell's relationships with its donors and its employees. (Compl. ¶ 7) A copy of Mr. Klein's Agreement is attached as Exhibit B. Specifically, Mr. Klein's Agreement provided:

Confidential and Proprietary Information:

You recognize and acknowledge that: (i) in the course of your employment you have access to and acquire certain Confidential Information...relating to the business and operation of the Foundation, (ii) the Confidential Information is the property of the Foundation, (iii) the use, misappropriation or disclosure of the Confidential Information would constitute a breach of trust and could cause irreparable injury to the Foundation, and (iv) it is essential to the protection of the Foundation's good will and to the maintenance of the Foundation's competitive position that the Confidential Information be kept secret and that the Confidential

Information not be disclosed by you to others or be used by you to your own advantage or the advantage of others.

You are to hold and safeguard the Confidential Information in trust for the Foundation, its successors and assigns and shall not, without the prior written consent of the Foundation, misappropriate or disclose or make available to anyone for use outside the Foundation's organization at any time, either during your employment or subsequent to the termination of your employment for any reason whatsoever, any of the Confidential Information, whether or not developed by you, except as required in the performance of your duties for the Foundation....

For purposes hereof, the term "Confidential Information" means, without limitation, all information with respect to the Foundation and its business and operations (including, without limitation, proposals, business and operational plans, financial information, customer and prospect lists and information, donor and prospective donor lists and information, donations and grants, individual grant recipients, providers, including specialty pharmacies, vendor information personnel information and contract information), governance, structure, properties, methods of operation, software (including, without limitation, source code, specifications, data, works in process, alpha and beta versions, design documents and documentation), trade secrets, inventions, discoveries, know-how and other intellectual property.

Upon the termination of your employment for any reason, you are to promptly deliver to the Foundation all correspondence, ...notes, notebooks, reports, flowcharts, programs, proposals, and any documents concerning the Foundation's individual grant recipients or donors, or concerning products, services, programs or processes used by the Foundation and, without limiting the foregoing, you are to promptly deliver to the Foundation any and all other documents or materials containing or constituting Confidential Information.

Id. at p. 2.

Non-Competition; Non-Solicitation.

During the term of your employment and for a period of one (1) year following the termination of your employment for any reason whatever you will not, directly or indirectly, whether as principal or as agent, officer, director, employee, member, manager, consultant, shareholder, or otherwise, alone or in associate with any other person corporation or other entity, (i) engage in a Restricted Business (as defined below) in the geographic area constituting the United States of America, [or] (ii) solicit the trade of, or trade with, any customer, prospective customer, donor, prospective donor, supplier, or prospective supplier of the Foundation in any business, organization or enterprise competitive with that of the Foundation to the Foundation's advantage...

* * *

For purposes of this paragraph, the term "Restricted Business" shall mean and include any business, enterprise or organization that (i) is operated as an independent, charitable patient assistance program or organization or (ii) has as its primary business operation a patient assistance program or organization. For example, the foregoing shall not restrict you from acting as an employee, consultant or the like for (i) a charitable organization that operates a patient assistance program as an ancillary, but not primary, part of its overall operations or (ii) a for-profit pharmaceutical manufacturer that operates a commercial patient assistance program as an ancillary, but not primary, part of its overall operations.

During the term of your employment and for a period of one (1) year following the termination of your employment for any reason whatever you will not, directly or indirectly, whether as principal or as agent, officer, director, employee, member, manager, consultant, shareholder, or otherwise, alone or in associate with any other person corporation or other entity...(iii) solicit or induce, or attempt to solicit or induce, any employee of the Foundation to leave the Foundation for any reason whatsoever, or hire any employee of the Foundation (it being conclusively presumed so as to avoid any disputes under this paragraph that the hiring of any employee or former employee of the Foundation within six (6)

months following the termination of his/her employment with the Foundation is in violation of this paragraph).

Id. at p. 4.

In or around March 2024, HealthWell launched a nationwide search for a new President and Chief Executive Officer (“CEO”), led by two members of the Foundation’s Board of Directors (the “Board”). (Compl. ¶¶ 14, 15) Mr. Klein applied for the position and apparently assumed that he would be selected as the new CEO, based on his relaying that belief to the many of his coworkers at HealthWell’s headquarters. (Compl. ¶¶ 17, 18) After HealthWell received almost 200 applications, the two Board members leading the search narrowed the pool to ten candidates who would receive initial interviews. (Compl. ¶ 17, 19) Based on his years of service to HealthWell, Mr. Klein, as well as another, even-longer serving Foundation employee, were included in the top ten candidate pool. (Compl. ¶ 19).

Mr. Klein’s credentials, however, were no match for the credentials of the other candidates in the pool. (Compl. ¶ 21) As a result, he was not selected to receive a second interview, a decision for which he was notified in mid-July 2024. *Id.* Mr. Klein was incensed that he was not selected as the new CEO and demanded a meeting with the Chair of HealthWell’s Board, David Knowlton (“Mr. Knowlton”). (Compl. ¶ 23) During that meeting, Mr. Klein threatened that he could inflict significant pain on HealthWell if he stole or turned donors against the Foundation. (Compl. ¶ 25) He then demanded that HealthWell install him as CEO or release him from the non-compete restriction in his Agreement so he could find new employment with a competitor.¹ *Id.* HealthWell would not agree to such a demand and insisted that Mr. Klein remain as the Foundation’s Chief Development Officer. (Compl. ¶ 26).

¹ Mr. Klein has never waived his understanding that the language of his Agreement prevents him from working for a competitor, like PAN. So deep is his understanding of the application of that language to his conduct, that he has insisted that HealthWell’s decision not to release him from his non-compete to allow him to work for a competitor was itself a discriminatory and/or retaliatory act.

Meanwhile, on September 12, 2024, Sarina Robbins (“Ms. Robbins,”) HealthWell’s Associate Development Director and Mr. Klein’s long-time direct subordinate – was contacted on LinkedIn by Kevin Hagan and Jeannine Jones, the CEO and Chief Experience Officer of PAN, respectively. (Compl. ¶¶ 32, 33) PAN is a non-profit organization that works toward the same goal of reducing financial barriers to healthcare for underinsured patients. *See* PAN’s 2023 IRS 990 Filing, attached as Exhibit C. Within days of the LinkedIn messages being sent to Ms. Robbins, Mr. Klein asked her whether she used LinkedIn often. (Compl. ¶ 34) When Ms. Robbins responded that she did not, Mr. Klein insisted that she check her LinkedIn messages. *Id.* Ms. Robbins ultimately remained employed by HealthWell, but Mr. Klein’s efforts to recruit her would not be over. (Compl. ¶ 35)

While HealthWell respected and appreciated the efforts Mr. Klein put into his development work and hoped that he would recover from his disappointment at not being selected for CEO, it is clear now that he could not. Mr. Klein’s resentment and anger at the decision was so deep, that not only did he threaten to sue each individual HealthWell Board member, but upon meeting the new HealthWell CEO, Michael Heimall (“Mr. Heimall”), for the first time, he went out of his way to inform Mr. Heimall that he was locked in a legal battle with the Board. (Compl. ¶ 31)

Then, on December 2, 2024, Mr. Klein submitted his resignation to Mr. Heimall, identifying December 31, 2024 as his final day of employment. (Compl. ¶ 38) Two days later, December 4, 2024, Mr. Klein notified Mr. Heimall that he had accepted a position with PAN – the same direct competitor that had attempted to recruit Mr. Klein’s subordinate – to develop and cultivate donors for PAN – the same development work that he had been doing for HealthWell. (Compl. ¶¶ 32, 39) Mr. Klein also revealed to Mr. Heimall that he had provided a copy of his

Agreement to both his counsel and counsel for PAN, and who determined that the position created for him was somehow compliant with his non-compete restriction. (Compl. ¶ 40)

Although HealthWell initially intended to honor Mr. Klein's request to make December 31 his last day of employment, it simply could not allow Mr. Klein to continue working at HealthWell, with access to its confidential and proprietary information, in light of his plans to move to the Foundation's competitor the following month. Accordingly, Mr. Klein's last day of work at HealthWell was December 9, 2024, and his HealthWell-issued equipment, including his laptop and cell phone, were collected soon thereafter. (Compl. ¶ 40)

Mr. Klein, however, was determined not to go quietly. Before leaving HealthWell, Mr. Klein stated to his direct subordinate – the same one previously recruited by PAN – and another HealthWell employee that he had new employment with PAN and that they would also have a job wherever he worked. (Compl. ¶ 41) Also, before turning in his HealthWell-issued cell phone, Mr. Klein uploaded the entire contents of the phone – including donor names and contact information and sensitive internal emails – to his personal iCloud account. (Compl. ¶ 42)

III. HealthWell Is Entitled to a Temporary Restraining Order.

A. Legal Standard.

A TRO should be granted if it clearly appears from specific facts shown by affidavit or some other statement under oath that immediate, substantial and irreparable harm will result to the person or entity seeking injunctive relief before a full adversary hearing can be held on the merits of the preliminary or final injunction. Md. Rule 15-504(a). A TRO is “intended to suspend action until an opportunity is afforded the defendants to answer and defend.” *Maryland Comm’n on Human Relations v. Downey Communications, Inc.*, 110 Md. App. 493, 516 (1996). A party adversely affected by a TRO may apply for modification of the order on two days’ notice, or

such shorter notice as prescribed by the court. Md. Rule 15-504(c)(4).

The Maryland Supreme Court has enumerated four factors which must be considered by trial courts when deciding whether a TRO should be issued:

- (1) The likelihood that the plaintiff will succeed on the merits;
- (2) the “balance of convenience” determined by whether greater injury would be done to defendants by granting the injunction than would result to the plaintiff from its refusal;
- (3) whether the plaintiff will suffer irreparable injury unless the injunction is granted; and
- (4) the public interest.

Fritzsche v. Maryland State Board of Elections, 397 Md. 331, 339 (2007).

HealthWell satisfies the four factors that support preliminary injunctive relief. Accordingly, this Court should grant a TRO restraining and enjoining Mr. Klein from breaching his Agreement with HealthWell, by (1) taking and using confidential information he obtained during the course of his employment with HealthWell, (2) soliciting HealthWell employees, and (3) taking employment doing development work for a direct competitor of HealthWell within the one-year restricted period. A TRO should also restrain and enjoin both Mr. Klein and PAN from using HealthWell’s confidential and proprietary donor information to conduct PAN’s competitive business.

B. Likelihood of Success on the Merits.

HealthWell is likely to succeed on the merits of its claim for a judgment declaring that the Non-Compete, Non-Solicit, and Confidentiality provisions (the “Restrictive Covenants”) in Mr. Klein’s Agreement are enforceable under Maryland law.

1. The Agreement is unambiguous and capable of only one interpretation.

Under Maryland law, “[i]f the contract language is unambiguous and capable of only one

meaning, [courts] will give effect to its plain, ordinary, and usual meaning, taking into account the context in which it is used.” *Landaverde v. Navarro*, 238 Md. App. 224, 243 (2018). Here, the Restrictive Covenants are not capable of multiple interpretations, and in fact, Mr. Klein understood that he was bound by the terms of those restrictive covenants when he requested that HealthWell release him from the same after he was not selected for the CEO position. (Compl. ¶ 25)

However even were there any ambiguity that would permit the examination of extrinsic evidence to interpret the Agreement – which there is not – the typical sources of that extrinsic evidence – *i.e.*, “the ‘negotiations of the parties, the circumstances surrounding execution of the contract, the parties’ own construction of the contract and the conduct of the parties,’” *Chaplick for Canal Vista Tr. v. Jeng Fen Mao*, 216 F. Supp. 3d 470, 481 (D. Md. 2016) (quoting *Canaras v. Lift Truck Servs., Inc.*, 272 Md. 337 (1974)), all point to HealthWell’s interpretation of the contract. For example, Mr. Klein specifically negotiated for greater compensation in exchange for signing the Agreement with the Restrictive Covenant language. (Compl. ¶ 7) As such, he acted as a sophisticated party with equal bargaining power and negotiated the Agreement – to his benefit – while fully aware of, and consenting to the Restrictive Covenants therein. *Id.*

2. The restrictive covenants are enforceable under Maryland law.

In Maryland, a restrictive employment covenant will be enforced if it meets four requirements: (1) the employer must have a legally protected interest, (2) the restrictive covenant must be no wider in scope and duration than is reasonably necessary to protect the employer’s interest, (3) the covenant cannot impose an undue hardship on the employee, and (4) the covenant cannot violate public policy. *Becker v. Bailey*, 268 Md. 93, 299 A.2d 835, 838 (1973). Each of these requirements are met in the present case.

- a. *The Restrictive Covenants cover HealthWell's legally protectable interests.*

An employer's "legally protectable interest" includes confidential employer information not readily accessible to the public, such as trade secrets, routes, or lists of clients; the employer's "good will" developed through customer contact; and the protection of the employer-client relationship. *Id.* ("an employer has a legitimate interest and so can enforce 'restrictive covenants' . . . to prevent the future misuse of trade secrets, routes, or lists of clients, or solicitation of customers."); *Intellus Corp. v. Barton*, 7 F. Supp. 2d 635, 639 (D. Md. 1998) (finding that former employer had shown that "the success of its business is largely dependent on the personal contacts of its account managers, and Maryland law recognizes [a former employer's] right to protect itself from the harm that would result should [its] clients choose to follow [a former employee] and engage [a rival]").

As the Chief Development Officer, Mr. Klein's position necessarily requires development and cultivation of personal contacts with donors. (Compl. ¶ 11) The cultivation of these relationship is a legally recognized interest protectable by non-compete and/or non-solicitation agreements. *Holloway v. Faw, Casson Co.*, 319 Md. 324, 572 A.2d 510, 515 (1990) ("Persons in business have protectable interest in preventing employees from using contacts established during employment to pirate employer's customers."). This interest is strongest for businesses in which the personal contacts between the employee and the customer are an important element for determining the business's success. *See Millard v. Gerstung Int'l Sport Educ., Inc.*, 268 Md. 483, 488–89, 302 A.2d 14, 17 (1973) (quoting *Bailey*, 268 Md. 93, 97–98, 299 A.2d 835, 838 (1973)). Here, there is no greater measure to HealthWell's success than its continued relationships with established donors.

In addition to cultivating close relationships with HealthWell's donors, Mr. Klien's

position also granted him access to HealthWell's confidential business information, defined in the Agreement as:

all information with respect to the Foundation and its business and operations (including, without limitation, proposals, business and operational plans, financial information, customer and prospect lists and information, donor and prospective donor lists and information, donations and grants, individual grant recipients, providers, including specialty pharmacies, vendor information personnel information and contract information), governance, structure, properties, methods of operation, software (including, without limitation, source code, specifications, data, works in process, alpha and beta versions, design documents and documentation), trade secrets, inventions, discoveries, know-how and other intellectual property.

Ex. B.

An employer's desire in protecting the disclosure of this information is also a legally protectable interest under Maryland law. *Willard Packaging Co. v. Javier*, 169 Md. App. 109, 136 (2006).

b. The duration and geographical scope of the Restrictive Covenants within the Agreement are reasonably necessary to protect HealthWell's interests.

The general rule in Maryland is that if a restrictive covenant in an employment contract is supported by adequate consideration and is ancillary to the employment contract, an employee's agreement not to compete with his employer upon leaving the employment will be upheld if the restraint is confined within limits which are no wider as to area and duration than are reasonably necessary for the protection of the business of the employer. *Bailey*, 268 Md. 93, 299 A.2d 835, 838 (1973).

The noncompete and non-solicitation provisions are both reasonably necessary to protect HealthWell's interests. First, the noncompete is limited to "Restricted Business," only, which is defined in the Agreement "as any business, enterprise or organization that (i) is operated as an

independent, charitable patient assistance program or organization or (ii) has as its primary business operation a patient assistance program or organization.” Ex. B. The provision specifically permits engagement with similar businesses to HealthWell, such as “a charitable organization that operates a patient assistance program as an *ancillary*, but not primary, part of its overall operations or . . . a for-profit pharmaceutical manufacturer that operates a commercial patient assistance program as an *ancillary*, but not primary, part of its overall operations.” *Id.* (emphasis added). Similarly, the non-solicitation provisions (preventing Mr. Klein’s solicitation of HealthWell’s donors and current employees) are reasonably limited to protect HealthWell’s interests, because they are targeted in preventing Mr. Klein from trading on the goodwill he generated with donors and the HealthWell employees he supervised during his employment.

Second, the one-year duration of the noncompete and non-solicitation provisions, and the geographical scope of the noncompete are both facially reasonable under Maryland law. *PADCO Advisors, Inc. v. Omdahl*, 179 F. Supp. 2d 600, 606 (D. Md. 2002) (“Maryland has consistently upheld two-year limitations on employment with competitors as reasonable.”); *see also Fowler v. Printers II, Inc.*, 89 Md. App. 448, 464, 598 A.2d 794, 801 (1991) (upholding a one-year non-solicitation clause as reasonable in duration.). Notably, federal courts applying Maryland law have upheld a larger geographic scope (such as transcontinental) as reasonable where the employer competes for clients on a global basis. *Deutsche Post Glob. Mail, Ltd. v. Conrad*, 292 F. Supp. 2d 748, 756 (D. Md. 2003), *aff’d*, 116 Fed. Appx. 435 (4th Cir. 2004) (“[I]n situations where the plaintiff competes for clients on a global basis, a restriction limited to a narrow geographic area would be meaningless; therefore, the absence of such a restriction is reasonable.”); *see also Intelus Corp. v. Barton*, 7 F. Supp. 2d 635, 641–42 (D. Md. 1998); *Hekimian Labs., Inc. v. Domain Sys., Inc.*, 664 F. Supp. 493, 498 (S.D. Fla. 1987) (applying

Maryland law).

c. The Restrictive Covenants do not create an undue hardship for Mr. Klein.

A restrictive covenant does not impose an undue hardship on a former employee when that employee is permitted to use his skills in a similar industry, provided that he does not compete with any aspects of his former employer's business. *Allegis Grp., Inc. v. Jordan*, No. CIV. A. GLR-12-2535, 2014 WL 2612604, at *7 (D. Md. June 10, 2014), *aff'd*, 951 F.3d 203 (4th Cir. 2020) (applying Maryland law).

As stated above, the noncompete provision permits Mr. Klein to engage in businesses operating patient assistance programs as an ancillary, but not primary, part of its overall operations. The covenant also allows Mr. Klein to work for a for-profit pharmaceutical manufacturer that operates a commercial patient assistance program as an ancillary, but not primary, part of its overall operations. Ex. B. This language unambiguously permits Mr. Klein to use his skills at other companies who perform similar work to HealthWell, so long as the primary work is not operating patient assistance programs.

Similarly, the non-solicitation provisions do not prevent Mr. Klein from using his skills in an industry similar to HealthWell, it simply prevents him from stealing HealthWell's established donors and current employees during a one-year period. *Tuttle v. Riggs–Warfield–Roloson, Inc.*, 246 A.2d 588, 589 (Md.1968). (Upholding a two-year non-solicitation provision as reasonably necessary to protect company interests.).

d. The Restrictive Covenants do not violate Maryland public policy.

There are no applicable public policies prohibiting enforcement of the Restrictive Covenants. To the contrary, it is within the public interest to enforce restrictive covenants, uphold contractual negotiations between equal parties, and the protect an employer's cultivated good

will.

e. Mr. Klein breached his Agreement.

As referenced above, HealthWell is aware of several incidents in which Mr. Klein's conduct constitute breaches of his Agreement, including: (1) accepting employment with PAN, an independent, non-profit organization that provides independent and charitable financial assistance for healthcare patients, in direct competition with HealthWell, in violation of the noncompete; (2) attempting to solicit Ms. Robbins, an employee of HealthWell and Mr. Klein's direct subordinate, in violation of the non-solicitation provision; and (3) taking HealthWell's Confidential and Proprietary Information, including donor contact information, details of donations, and confidential HealthWell emails and documents before returning his HealthWell-issued laptop computer and cell phone at the time of his termination.

For these reasons, HealthWell is likely to succeed on the merits of its counts for Declaratory Judgment (Count One) and/or Breach of Contract (Count Two).

C. The Balance of Hardships.

The balance of hardships tilts heavily towards HealthWell. The injury that would be caused to the organization if a TRO or injunction is denied far outweighs any inconvenience to the Defendants. Should Mr. Klein inflict the pain to HealthWell that he threatened to Mr. Knowlton by using the connections he created while employed as the Chief Development Officer, to solicit HealthWell donors to PAN, the potential devastation to HealthWell and the work it performs is immense. (Compl. ¶ 25) The loss of even one significant donation could mean the loss of healthcare to thousands of underinsured patients.

In contrast, the inconvenience (if any) to PAN would be minimal if this Court were to order that the *status quo* should be maintained. Indeed, if PAN is insistent on employing Mr.

Klein, it can simply wait to do so until the one-year restricted period ends on January 1, 2026.

With regard to Mr. Klein, he chose to voluntarily resign from his employment with HealthWell, knowing that he had clear restrictions in his Agreement that prevent him from working for PAN – a fact that he has routinely complained about over the prior several months. Mr. Klein believes that he has CEO-level qualifications and thus he could find a development job with any organization outside of one that does the exact same work ensuring underinsured patients receive healthcare that HealthWell does.

When this Court weighs the benefits and hardships of granting injunctive relief, it is clear that HealthWell will suffer significantly more harm if the relief sought is not granted than the Defendants will suffer if it is.

D. Irreparable Injury.

The importance of HealthWell's donors to its work would cause their loss through Mr. Klein's solicitation to be an irreparable harm. Over almost a decade, Mr. Klein worked on behalf of HealthWell to cultivate and grow donors looking to support an organization that ensures healthcare coverage for underinsured patients. (Compl. ¶¶ 11, 12) Losing even one donor due to Mr. Klein's competitive efforts could mean the loss of millions of dollars and loss of healthcare to patients who desperately need it. That loss is irreplaceable. *Ehrlich v. Perez*, 394 Md. 691, 733, 908 A.2d 1220, 1244 (2006) (finding irreparable harm to healthcare patients whose continued treatment depended on State funding, if temporary injunction in favor of the patients was not granted.).

Accordingly, the loss of a major donor to PAN via Mr. Klein's efforts would cause irreparable injury to HealthWell.

E. The Public Interest.

Finally, the public interest is served by maintaining the status quo pending a final judicial determination of the enforceability of Mr. Klein's Agreement and determination as to whether his work with PAN would violate that Agreement. Public policy favors the provision of healthcare, particularly to those with chronic illnesses and who are underinsured. It would not serve the public interest if Mr. Klein began soliciting HealthWell's donors, and HealthWell was no longer able to provide its valuable services to underinsured patients before a judicial determination of the enforceability of Mr. Klein's Agreement.

IV. Conclusion.

HealthWell has satisfied the four factors under Maryland law for the granting of a TRO: that HealthWell is likely to succeed on the merits, that the balance of hardships favors is in its favor, that it will suffer irreparable harm, and that the public policy of Maryland favors the granting of injunctive relief. Thus, this Court should order restrain and enjoin the Defendants from starting Mr. Klein's employment, using HealthWell's confidential and proprietary information, and soliciting HealthWell's employees unless a judicial determination can be rendered with regard to Mr. Klein's Agreement.

Respectfully submitted,

/s/ Jennifer L. Curry, Esq.

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 3rd day of January, 2025, the forgoing Memorandum in Support of Motion for Temporary Restraining Order and Request for Emergency Hearing was served via email and via first class mail, postage prepaid upon the following:

Carla D. Brown, Esq.
11260 Roger Bacon Drive, Suite 201
Reston, VA 20190
cbrown@charlsonbredehoft.com

/s/ Jennifer L. Curry, Esq.
Jennifer L. Curry, Esq.

EXHIBIT A

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2023Open to Public
Inspection**A For the 2023 calendar year, or tax year beginning and ending****B** Check if applicable:Address change
Name change
Initial return
Final return/terminated
Amended return
Application pending**C** Name of organization

HEALTHWELL FOUNDATION

Doing business as

Number and street (or P.O. box if mail is not delivered to street address)

20440 CENTURY BOULEVARD

Room/suite
250

City or town, state or province, country, and ZIP or foreign postal code

GERMANTOWN, MD 20874

F Name and address of principal officer: DAVID L. KNOWLTON

SAME AS C ABOVE

D Employer identification number

20-0413676

E Telephone number

(240) 632-5305

G Gross receipts \$ 873,632,339.**H(a)** Is this a group returnfor subordinates? Yes ☒ No**H(b)** Are all subordinates included? Yes No

If "No," attach a list. See instructions

H(c) Group exemption number**I** Tax-exempt status: ☒ 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527**J** Website: WWW.HEALTHWELLFOUNDATION.ORG**K** Form of organization: ☒ Corporation Trust Association Other**L** Year of formation: 2003 **M** State of legal domicile: VA**Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities:	IMPROVING ACCESS TO HEALTH CARE FOR AMERICA'S UNDERINSURED.	
	2	Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	7
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	7
	5	Total number of individuals employed in calendar year 2023 (Part V, line 2a)	5	234
	6	Total number of volunteers (estimate if necessary)	6	0
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
7b	Net unrelated business taxable income from Form 990-T, Part I, line 11	7b	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 678,100,099.	Current Year 730,901,028.
	9	Program service revenue (Part VIII, line 2g)	2,800.	32,198.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,851,613.	11,430,992.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	0.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	683,954,512.	742,364,218.
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	604,818,055.	695,015,656.
14		Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	16,027,638.	19,608,580.
16a		Professional fundraising fees (Part IX, column (A), line 11e)	325,596.	423,341.
b		Total fundraising expenses (Part IX, column (D), line 25)	1,239,170.	
17		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	6,360,022.	6,452,253.
18		Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	627,531,311.	721,499,830.
19	Revenue less expenses. Subtract line 18 from line 12	56,423,201.	20,864,388.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Current Year 538,621,977.	End of Year 637,832,771.
	21	Total liabilities (Part X, line 26)	30,879,876.	81,556,071.
	22	Net assets or fund balances. Subtract line 21 from line 20	507,742,101.	556,276,700.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	Date	10/21/24		
	DAVID L. KNOWLTON, BOARD CHAIR				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
	AARON M. FOX	AARON M. FOX	10/20/24		P01365820
Firm's name	Firm's EIN			11-1986323	
	Firm's address			Phone no. (202) 227-4000	
WASHINGTON, DC 20036					

May the IRS discuss this return with the preparer shown above? See instructions

☒ Yes No

LHA For Paperwork Reduction Act Notice, see the separate instructions.

332001 12-21-23

Form **990** (2023)

Form 990 (2023)

HEALTHWELL FOUNDATION

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Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☒ **X****1** Briefly describe the organization's mission:

THE HEALTHWELL FOUNDATION (THE FOUNDATION) REDUCES FINANCIAL BARRIERS TO CARE FOR UNDERINSURED PATIENTS WITH CHRONIC OR LIFE-ALTERING DISEASES. HEALTHWELL'S VISION IS TO ENSURE THAT NO PATIENT - ADULT OR CHILD - GOES WITHOUT HEALTH CARE BECAUSE THEY CANNOT AFFORD IT.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ **174,514,707.** including grants of \$ **169,322,492.**) (Revenue \$ **32,198.**)
MULTIPLE MYELOMA - MEDICARE ACCESS - PROVIDED DEDUCTIBLE, COINSURANCE, COPAYMENT AND PREMIUM ASSISTANCE TO 29,383 ELIGIBLE MEDICARE PATIENTS RECEIVING TREATMENT FOR MULTIPLE MYELOMA.

4b (Code:) (Expenses \$ **58,394,844.** including grants of \$ **56,929,150.**) (Revenue \$)
RENAL CELL CARCINOMA - MEDICARE ACCESS - PROVIDED DEDUCTIBLE, COINSURANCE, COPAYMENT AND PREMIUM ASSISTANCE TO 9,547 ELIGIBLE MEDICARE PATIENTS RECEIVING TREATMENT FOR RENAL CELL CARCINOMA.

4c (Code:) (Expenses \$ **56,810,862.** including grants of \$ **54,622,815.**) (Revenue \$)
HYPERCHOLESTEROLEMIA - MEDICARE ACCESS - PROVIDED DEDUCTIBLE, COINSURANCE, COPAYMENT AND PREMIUM ASSISTANCE TO 52,454 ELIGIBLE MEDICARE PATIENTS BEING TREATED FOR HYPERCHOLESTEROLEMIA.

4d Other program services (Describe on Schedule O.)(Expenses \$ **426,050,804.** including grants of \$ **414,141,198.**) (Revenue \$)**4e** Total program service expenses **715,771,217.**Form **990** (2023)

Form 990 (2023)

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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? See instructions	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4	X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Rev. Proc. 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10	X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X, as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	11a X	
b Did the organization report an amount for investments - other securities in Part X, line 12, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	11b	X
c Did the organization report an amount for investments - program related in Part X, line 13, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	11c	X
d Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11e X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I. See instructions</i>	17 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	X

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Part IV Checklist of Required Schedules (continued)

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22 X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23 X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b	X
26 Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II</i>	26 X	
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27	X
28 Was the organization a party to a business transaction with one of the following parties? (See the Schedule L, Part IV, instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i>	28a	X
b A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i>	28b	X
c A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? <i>If "Yes," complete Schedule L, Part IV</i>	28c	X
29 Did the organization receive more than \$25,000 in noncash contributions? <i>If "Yes," complete Schedule M</i>	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33 X	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37	X
38 Did the organization complete Schedule O and provide explanations on Schedule O for Part VI, lines 11b and 19?	38 X	

Note: All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

	Yes	No
1a Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable	1a 22	
b Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable	1b 0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c X	

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Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

	Yes	No
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	234
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	X
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation on Schedule O	3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b If "Yes," enter the name of the foreign country See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c).		
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8	
9 Sponsoring organizations maintaining donor advised funds.		
a Did the sponsoring organization make any taxable distributions under section 4966?	9a	
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b	
10 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on Part VIII, line 12	10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter:		
a Gross income from members or shareholders	11a	
b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.		
a Is the organization licensed to issue qualified health plans in more than one state? Note: See the instructions for additional information the organization must report on Schedule O.	13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c Enter the amount of reserves on hand	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation on Schedule O	14b	
15 Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see the instructions and file Form 4720, Schedule N.	15	X
16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.	16	X
17 Section 501(c)(21) organizations. Did the trust, or any disqualified or other person engage in any activities that would result in the imposition of an excise tax under section 4951, 4952 or 4953? If "Yes," complete Form 6069.	17	

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Part VI Governance, Management, and Disclosure. For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

☒**Section A. Governing Body and Management**

	1a	1b	2	3	4	5	6	7a	7b	8a	8b	9	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	7													
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O.														
b Enter the number of voting members included on line 1a, above, who are independent		7												
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?			2											X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?				3										X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?					4									X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?						5								X
6 Did the organization have members or stockholders?							6							X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?								7a						X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?									7b					X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:														
a The governing body?										8a			X	
b Each committee with authority to act on behalf of the governing body?											8b		X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O												9		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	10a	10b	11a	11b	12a	12b	12c	13	14	15a	15b	16a	16b	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a														X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		10b													
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?			11a											X	
b Describe on Schedule O the process, if any, used by the organization to review this Form 990.															
12a Did the organization have a written conflict of interest policy? If "No," go to line 13					12a									X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?						12b								X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe on Schedule O how this was done							12c							X	
13 Did the organization have a written whistleblower policy?								13						X	
14 Did the organization have a written document retention and destruction policy?									14					X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?															
a The organization's CEO, Executive Director, or top management official										15a				X	
b Other officers or key employees of the organization											15b			X	
If "Yes" to line 15a or 15b, describe the process on Schedule O. See instructions.															
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?												16a			X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?													16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed AL, AK, AZ, AR, CA, CT, FL, GA, HI, IL, KS, KY

18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☒ Another's website ☒ Upon request ☐ Other (explain on Schedule O)

19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records
DAVID L. KNOWLTON - (240) 632-5305
20440 CENTURY BOULEVARD, 250, GERMANTOWN, MD 20874

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See the instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (box 5 of Form W-2, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

See the instructions for the order in which to list the persons above.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) KRISTA ZODET PRESIDENT & CEO	39.00 1.00			X				369,804.	0.	25,413.
(2) ALAN KLEIN CHIEF DEVELOPMENT OFFICER	40.00			X				348,022.	0.	25,703.
(3) FRED ASIEDU LARBI CHIEF OPERATIONS OFFICER	36.00 4.00			X				249,626.	0.	59,567.
(4) SHELA HALPER CHIEF FOUNDATION PROGRAM OFFICER	40.00			X				246,358.	0.	37,326.
(5) ERICA MATA DIRECTOR, OPERATIONS	40.00					X		157,370.	0.	60,155.
(6) TIMOTHY VAWTER ASSOCIATE DIRECTOR, INFO. TECH.	40.00					X		147,825.	0.	40,168.
(7) CESAR MARTINEZ DIRECTOR, ARCHITECT SOLUTIONS	40.00					X		148,133.	0.	38,482.
(8) VIRGINIA DUNN DIRECTOR, COMM, AND MKTG	40.00					X		140,435.	0.	41,299.
(9) LORI MARTIN DIRECTOR, HUMAN RESOURCES	40.00					X		138,781.	0.	41,953.
(10) COLLIN ALEXANDER, CHIEF FINANCIAL OFFICER THRU 6/23	40.00			X				144,359.	0.	28,330.
(11) DAVID L. KNOWLTON BOARD CHAIR	2.00	X		X				48,276.	0.	0.
(12) STEPHEN M. WEINER, BOARD MEMBER & CHIEF COMPL. OFFICER	1.00	X		X				32,388.	0.	0.
(13) RICHA DAHIYA, CHIEF FINANCIAL OFFICER AS OF 11/23	40.00			X				16,039.	0.	2,510.
(14) NANCY CARTERON, MD, FACR BOARD MEMBER	1.00	X						17,816.	0.	0.
(15) SUZANNE M. MILLER, PHD VICE CHAIR & SECRETARY	1.00	X		X				12,000.	0.	0.
(16) JERRI SCARZELLA, BSN VICE CHAIR & TREASURER	1.00	X		X				12,000.	0.	0.
(17) CATHLEEN BENNETT, ESQ BOARD MEMBER	1.00	X						12,000.	0.	0.

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Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) DAVID F. ERTEL BOARD MEMBER THRU 8/23	1.00	X						4,500.	0.	0.
(19) DON LISS, MD BOARD MEMBER	1.00	X						141.	0.	0.
1b Subtotal								2,245,873.	0.	400,906.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								2,245,873.	0.	400,906.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization

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- 3** Did the organization list any **former** officer, director, trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
PHARMACY DATA MANAGEMENT, INC. 8530 CROSSROADS DR, POLAND, OH 44514	PHARMACY CLAIMS PROCESSING	992,557.
VONAGE BUSINESS, INC. 101 CRAWFORDS CORNER RD, HOLMDEL, NJ 07733	TELECOM SERVICES	437,906.
SALESFORCE.ORG, 415 MISSION ST, 3RD FLOOR, SAN FRANCISCO, CA 94105	GRANTS MANAGEMENT SYSTEM	273,885.
AB DATA 600 AB DATA DRIVE, MILWAUKEE, WI 53217	DIRECT MAIL	204,334.
EXPERIAN HEALTH 475 ANTON BLVD, COSTA MESA, CA 92626	VERIFICATION SERVICES FOR APPLICA	188,642.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization

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Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above ...	1f	730901028.				
	g Noncash contributions included in lines 1a-1f	1g	\$				
	h Total. Add lines 1a-1f						
Program Service Revenue	2 a SERVICE FEES	Business Code 900099		32,198.	32,198.		
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			32,198.			
	Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			16272559.			16272559.
4 Income from investment of tax-exempt bond proceeds							
5 Royalties							
6 a Gross rents		6a	(i) Real (ii) Personal				
b Less: rental expenses ...		6b					
c Rental income or (loss)		6c					
d Net rental income or (loss)							
7 a Gross amount from sales of assets other than inventory		7a	(i) Securities (ii) Other				
b Less: cost or other basis and sales expenses		7b					
c Gain or (loss)		7c	-4841567				
d Net gain or (loss)							
8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18		8a					
b Less: direct expenses		8b					
c Net income or (loss) from fundraising events							
9 a Gross income from gaming activities. See Part IV, line 19		9a					
b Less: direct expenses	9b						
c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances	10a						
b Less: cost of goods sold	10b						
c Net income or (loss) from sales of inventory							
Miscellaneous Revenue	11 a	Business Code					
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d						
	12 Total revenue. See instructions			742364218.	32,198.	0.	11430992.

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Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 ...				
2 Grants and other assistance to domestic individuals. See Part IV, line 22	695,015,656.	695,015,656.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,553,057.	406,310.	967,615.	179,132.
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	13,630,856.	12,311,270.	1,025,550.	294,036.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	430,423.	424,061.	5,124.	1,238.
9 Other employee benefits	3,126,405.	2,736,125.	316,429.	73,851.
10 Payroll taxes	867,839.	749,899.	97,719.	20,221.
11 Fees for services (nonemployees):				
a Management				
b Legal	212,084.	143,051.	69,033.	
c Accounting	198,553.	133,924.	64,629.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	423,341.			423,341.
f Investment management fees	266,048.		266,048.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Sch O.)	1,974,550.	1,223,001.	738,122.	13,427.
12 Advertising and promotion	92,967.	72,549.	20,418.	
13 Office expenses	646,192.	432,577.	189,860.	23,755.
14 Information technology	558,233.	532,555.	25,678.	
15 Royalties				
16 Occupancy	966,190.	854,332.	90,357.	21,501.
17 Travel	225,385.	17,715.	139,978.	67,692.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials ...				
19 Conferences, conventions, and meetings	267,694.	5,663.	198,059.	63,972.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	177,244.	120,537.	45,918.	10,789.
23 Insurance	101,394.	67,876.	29,791.	3,727.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a TAXES & LICENSES	542,425.	362,204.	158,137.	22,084.
b EMPLOYEE DEVELOPMENT	184,499.	150,908.	31,176.	2,415.
c DUES & PUBLICATIONS	28,359.	10,910.	7,153.	10,296.
d STATE REGISTRATION FEES	10,436.	94.	2,649.	7,693.
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	721,499,830.	715,771,217.	4,489,443.	1,239,170.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

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Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	55,253,608.	1	67,443,198.
	2 Savings and temporary cash investments	11,220,414.	2	126,704,265.
	3 Pledges and grants receivable, net	114,682,600.	3	54,753,671.
	4 Accounts receivable, net		4	28,522.
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	3,220.
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net		7	55,919.
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	491,920.	9	807,955.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 2,568,991.		
	b Less: accumulated depreciation	10b 2,051,087.		
		593,992.	10c	517,904.
	11 Investments - publicly traded securities	349,645,641.	11	381,722,305.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	1,300.
15 Other assets. See Part IV, line 11	6,733,802.	15	5,794,512.	
16 Total assets. Add lines 1 through 15 (must equal line 33)	538,621,977.	16	637,832,771.	
Liabilities	17 Accounts payable and accrued expenses	18,512,164.	17	68,481,966.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	12,367,712.	25	13,074,105.
	26 Total liabilities. Add lines 17 through 25	30,879,876.	26	81,556,071.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/>			
	and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	6,602,692.	27	37,685,821.
	28 Net assets with donor restrictions	501,139,409.	28	518,590,879.
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/>			
	and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
32 Total net assets or fund balances	507,742,101.	32	556,276,700.	
33 Total liabilities and net assets/fund balances	538,621,977.	33	637,832,771.	

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Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	742,364,218.
2	Total expenses (must equal Part IX, column (A), line 25)	2	721,499,830.
3	Revenue less expenses. Subtract line 2 from line 1	3	20,864,388.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	507,742,101.
5	Net unrealized gains (losses) on investments	5	27,659,762.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O)	9	10,449.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	556,276,700.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	X
b Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	X
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____ If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.	2c	X
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F? _____	3a	X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits _____	3b	

Form 990 (2023)

SCHEDULE A
(Form 990)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
Attach to Form 990 or Form 990-EZ.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2023

**Open to Public
Inspection**

Name of the organization

HEALTHWELL FOUNDATION

Employer identification number	
--------------------------------	--

20-0413676

Part I	Reason for Public Charity Status. (All organizations must complete this part.) See instructions.
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The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1** ☐ A church, convention, or association of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E (Form 990).)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____

10 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions, subject to certain exceptions; and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

11 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

12 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box on lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.

a ☐ **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**

b ☐ **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**

c ☐ **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**

d ☐ **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**

e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.

f Enter the number of supported organizations _____

g Provide the following information about the supported organization(s). _____

g Provide the following information about the supported organization(s).						
(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

Schedule A (Form 990) 2023

HEALTHWELL FOUNDATION

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Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	481424153	546256983	538184808	678100099	730901028	2974867071.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	481424153	546256983	538184808	678100099	730901028	2974867071.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						2003190631.
6 Public support. Subtract line 5 from line 4.						971676440

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total
7 Amounts from line 4	481424153	546256983	538184808	678100099	730901028	2974867071.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	7173067.	7417028.	9540057.	7753813.	16272559.	48156524.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						3023023595.
12 Gross receipts from related activities, etc. (see instructions)					12	34,998.
13 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2023 (line 6, column (f), divided by line 11, column (f))	14	32.14 %
15 Public support percentage from 2022 Schedule A, Part II, line 14	15	32.79 %
16a 33 1/3% support test - 2023. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2022. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2023. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 10% -facts-and-circumstances test - 2022. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Schedule A (Form 990) 2023

Schedule A (Form 990) 2023

HEALTHWELL FOUNDATION

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Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included on line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2023 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2022 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2023 (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from 2022 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2023. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

b 33 1/3% support tests - 2022. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

Part IV Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons, as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described on lines 11b and 11c below, the governing body of a supported organization?		
11a		
b A family member of a person described on line 11a above?		
11b		
c A 35% controlled entity of a person described on line 11a or 11b above? If "Yes" to line 11a, 11b, or 11c, provide detail in Part VI .		
11c		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, directors, or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove officers, directors, or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
1		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		
2		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		
1		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
1		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
2		
3 By reason of the relationship described on line 2, above, did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		
3		

Section E. Type III Functionally Integrated Supporting Organizations

	Yes	No
1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a governmental entity (see instructions).		
2 Activities Test. Answer lines 2a and 2b below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.		
2a		
b Did the activities described on line 2a, above, constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
2b		
3 Parent of Supported Organizations. Answer lines 3a and 3b below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? If "Yes" or "No" provide details in Part VI .		
3a		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		
3b		

Schedule A (Form 990) 2023

HEALTHWELL FOUNDATION

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Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (*explain in Part VI*). **See instructions.**
All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (<i>explain in detail in Part VI</i>):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by 0.035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, column A)	1	
2	Enter 0.85 of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

Schedule A (Form 990) 2023

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HEALTHWELL FOUNDATION

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Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions		Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	1	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	3	
4 Amounts paid to acquire exempt-use assets	4	
5 Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i>)	5	
6 Other distributions (<i>describe in Part VI</i>). See instructions.	6	
7 Total annual distributions. Add lines 1 through 6.	7	
8 Distributions to attentive supported organizations to which the organization is responsive (<i>provide details in Part VI</i>). See instructions.	8	
9 Distributable amount for 2023 from Section C, line 6	9	
10 Line 8 amount divided by line 9 amount	10	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2023	(iii) Distributable Amount for 2023
1 Distributable amount for 2023 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2023 (reasonable cause required - <i>explain in Part VI</i>). See instructions.			
3 Excess distributions carryover, if any, to 2023			
a From 2018			
b From 2019			
c From 2020			
d From 2021			
e From 2022			
f Total of lines 3a through 3e			
g Applied to underdistributions of prior years			
h Applied to 2023 distributable amount			
i Carryover from 2018 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4 Distributions for 2023 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2023 distributable amount			
c Remainder. Subtract lines 4a and 4b from line 4.			
5 Remaining underdistributions for years prior to 2023, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
6 Remaining underdistributions for 2023. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
7 Excess distributions carryover to 2024. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2019			
b Excess from 2020			
c Excess from 2021			
d Excess from 2022			
e Excess from 2023			

Schedule A (Form 990) 2023

Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.
(See instructions.)

PART II, SECTION C, LINE 17A, FACTS AND CIRCUMSTANCES TEST:

THE HEALTHWELL FOUNDATION (THE "FOUNDATION") OFFERS THE FOLLOWING FACTS AND CIRCUMSTANCES IN SUPPORT OF ITS ONGOING CLASSIFICATION AS A PUBLIC CHARITY AND NOT A PRIVATE FOUNDATION.

GENERAL BACKGROUND - THE FOUNDATION PROVIDES NEED-BASED FINANCIAL ASSISTANCE TO UNDERINSURED INDIVIDUALS LIVING WITH CHRONIC AND/OR LIFE-ALTERING ILLNESSES SUCH AS MULTIPLE SCLEROSIS, CYSTIC FIBROSIS, MULTIPLE MYELOMA AND MANY OTHER TYPES OF CANCER. THROUGH 2023, THE FOUNDATION HAS HELPED 932,798 PATIENTS AFFORD THEIR PRESCRIPTION DRUG COPAYMENTS, PREMIUMS AND OTHER OUT-OF-POCKET HEALTH CARE COSTS.

THE FOUNDATION GRANTS FUNDS TO PATIENTS WHO HAVE PRIVATE OR GOVERNMENT-SPONSORED INSURANCE BUT WHO ARE STILL UNABLE TO AFFORD THEIR INSURANCE COPAYMENTS OR PREMIUMS TO OBTAIN COVERAGE FOR THEIR CONDITIONS. THE FOUNDATION AWARDS GRANTS BASED ON THE OBJECTIVE CONSIDERATION OF FINANCIAL AND MEDICAL CRITERIA AND THE ADEQUACY OF THE RECIPIENT'S INSURANCE COVERAGE. GRANTS ARE AWARDED TO RECIPIENTS FOR A 12 MONTH CYCLE. THE FOUNDATION DOES NOT PLACE RESTRICTIONS ON THE MEDICATIONS WITHIN EACH DISEASE FUND ITS GRANT RECIPIENTS USE. THE DECISION AS TO WHICH MEDICATIONS ARE PRESCRIBED IS A MEDICAL JUDGMENT. FURTHER, THE FOUNDATION DOES NOT LIMIT THE PROVIDERS OR PHARMACIES ITS GRANT RECIPIENTS MAY USE TO OBTAIN THEIR MEDICATIONS.

PUBLIC SUPPORT PERCENTAGE - THE FOUNDATION'S CUMULATIVE PUBLIC SUPPORT PERCENTAGE THROUGH DECEMBER 31, 2023 IS 32.14%, WHICH IS ABOVE THE MINIMUM AMOUNT AT WHICH FACTS AND CIRCUMSTANCES WILL BE CONSIDERED BY THE SERVICE IN DETERMINING THE FOUNDATION'S ONGOING QUALIFICATION AS A PUBLICLY

Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.
(See instructions.)

SUPPORTED CHARITY. THE FOUNDATION'S PUBLIC SUPPORT PERCENTAGE HAS
GENERALLY MAINTAINED AN UPWARD TRAJECTORY SINCE 2004, WITH A SMALL
FLUCTUATION DOWN IN 2018; THE FACTS AND CIRCUMSTANCES RELATING TO THE
FOUNDATION'S STRUCTURE AND OPERATIONS PRESENT AN EXCEPTIONALLY STRONG CASE
IN SUPPORT OF ITS ONGOING CLASSIFICATION AS A PUBLIC CHARITY AND NOT AS A
PRIVATE FOUNDATION. THESE FACTS AND CIRCUMSTANCES, WHICH ARE DISCUSSED IN
MORE DETAIL LATER, INCLUDE THE FOLLOWING:

1. THE FOUNDATION IS NOT CONTROLLED BY ITS CONTRIBUTORS AND HAS NO
ENDOWMENT FUND, CHARACTERISTICS WHICH DISTINGUISH IT FROM VIRTUALLY ALL
PRIVATE FOUNDATIONS.

2. THE FOUNDATION'S BOARD REPRESENTS MANY DIVERSE ASPECTS OF THE HEALTH
CARE COMMUNITY, DEMONSTRATING THE FOUNDATION'S COMMITMENT TO THE BROAD
PUBLIC BENEFIT AND THE FOUNDATION'S COMMITMENT TO OPERATE AN OUTSTANDING
ORGANIZATION THAT WILL ATTRACT FUTURE PUBLIC SUPPORT.

3. THE FOUNDATION'S ACTIVITIES BROADLY BENEFIT THE GENERAL PUBLIC AS WELL
AS OTHER CHARITABLE ORGANIZATIONS THAT ARE ATTEMPTING TO HELP PATIENTS
COPE WITH A VARIETY OF ILLNESSES AND CONDITIONS.

FACTS AND CIRCUMSTANCES SUPPORTING QUALIFICATION AS A PUBLICLY SUPPORTED
ORGANIZATION

1. ATTRACTION OF PUBLIC SUPPORT.

THE FOUNDATION'S POLICY IS TO ACCEPT CONTRIBUTIONS FROM DONORS AND TO

Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.
(See instructions.)

DISBURSE THE CONTRIBUTIONS IN THE FORM OF GRANTS AS SOON AS PRACTICABLE.

THE FOUNDATION DOES NOT HAVE AN ENDOWMENT FUND, AND ITS ABILITY TO FULFILL ITS FUTURE MISSION IS ENTIRELY DEPENDENT ON ITS ABILITY TO ATTRACT FUTURE SUPPORT FROM DONORS ON A CONTINUOUS BASIS. NONE OF THE FOUNDATION'S HISTORICAL SUBSTANTIAL CONTRIBUTORS HAVE PLEDGED OR OTHERWISE COMMITTED TO CONTINUE TO SUPPORT THE FOUNDATION IN FUTURE YEARS. THEREFORE, THE FOUNDATION MUST CONTINUALLY SEEK NEW DONORS TO SUSTAIN ITS FUNDS, AND IT HAS DONE SO.

SPECIFICALLY:

THE FOUNDATION EMPLOYS 234 PERSONS WHO, IN ADDITION TO THEIR PRIMARY TASKS, MAY ALSO WORK ON FUNDRAISING PROJECTS AS NEEDED.

THE FOUNDATION'S CORPORATE CUMULATIVE DONOR BASE HAS INCREASED EACH YEAR FROM ONE CORPORATE DONOR IN 2004 TO 71 TOTAL CORPORATE DONORS IN ITS HISTORY.

THE FOUNDATION'S CHIEF DEVELOPMENT OFFICER WORKS WITH THE PRESIDENT/CEO AND BOARD TO IDENTIFY AND PURSUE NEW CORPORATE FUNDRAISING OPPORTUNITIES.

THE FOUNDATION'S CHIEF DEVELOPMENT OFFICER IDENTIFIES AND SECURES DONORS FOR THE FOUNDATION'S BROAD-BASED SPECIAL INITIATIVES, INCLUDING ITS CANCER-RELATED BEHAVIORAL HEALTH FUND AND EMERGENCY / MEDICAL WORKERS BEHAVIORAL HEALTH FUND.

THE FOUNDATION'S SENIOR FOUNDATION PROGRAM OFFICER ALSO ENGAGES A LARGE

Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.
(See instructions.)

NETWORK OF DISEASE-ALIGNED NON-PROFITS TO PROMOTE THE FOUNDATION PROGRAMS
AND SPECIFIC DISEASE AREA FUNDS TO THEIR NETWORKS.

THE FOUNDATION REGULARLY SOLICITS SUPPORT FROM PRIVATE INDIVIDUALS, WHICH
HAS RESULTED IN DONATIONS FROM MORE THAN 80,200 INDIVIDUAL DONORS.

2. REPRESENTATIVE GOVERNING BODY.

THE FOUNDATION'S BOARD CONSISTS ENTIRELY OF NATIONALLY RECOGNIZED HEALTH
CARE EXPERTS WITH DEEP EXPERIENCE IN THE FIELDS OF HEALTH CARE
ADMINISTRATION, CLINICAL PRACTICE AND RESEARCH, DIRECT PATIENT CARE,
PATIENT ADVOCACY AND HEALTH LAW. THE COMPOSITION OF THE BOARD EXEMPLIFIES
THE FOUNDATION'S COMMITMENT TO REPRESENT THE BROAD INTERESTS OF THE
GENERAL PUBLIC AND TO OPERATE IN A MANNER THAT WILL ATTRACT ATTENTION -
AND SUPPORT - FROM A BROAD RANGE OF POTENTIAL DONORS.

GIVEN THEIR DIVERSE EXPERTISE, THE FOUNDATION'S BOARD MEMBERS BRING
FORWARD A VARIETY OF IMPORTANT ISSUES TO ENCOURAGE DISCUSSION ABOUT HOW
THE FOUNDATION'S PROGRAMS AND SERVICES WILL DIRECTLY IMPACT THE GENERAL
PUBLIC. THEIR WIDE-RANGING OPINIONS HELP TO EXPAND THE FOUNDATION'S
VIEWPOINT AND RESULT IN AN ORGANIZATION THAT CAN RESPOND SUCCESSFULLY TO
IMPORTANT CHANGES IN THE HEALTH CARE ENVIRONMENT.

SIGNIFICANTLY, NONE OF THE FOUNDATION'S BOARD MEMBERS ARE AFFILIATED WITH
ANY CONTRIBUTOR TO THE FOUNDATION AND IT IS THE FOUNDATION'S STRICT POLICY
THAT THERE NOT BE SUCH AFFILIATIONS. MOREOVER, NO CONTRIBUTOR HAS THE
POWER TO APPOINT DIRECTORS TO THE FOUNDATION'S BOARD. IN THIS REGARD, THE

Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.
(See instructions.)

FOUNDATION DIFFERS MARKEDLY FROM A PRIVATE FOUNDATION, WHERE THE GOVERNING BODY IS TYPICALLY COMPOSED OF SUBSTANTIAL CONTRIBUTORS AND/OR MEMBERS CHOSEN BY SUBSTANTIAL CONTRIBUTORS.

3. AVAILABILITY OF PUBLIC FACILITIES OR SERVICES; PUBLIC PARTICIPATION IN PROGRAMS OR POLICIES.

THE FOUNDATION PUTS FORTH SIGNIFICANT EFFORTS TO MAKE THE AVAILABILITY OF ITS PROGRAMS AND SERVICES KNOWN TO THE GENERAL PUBLIC THROUGH AVENUES SUCH AS ITS WEBSITE (WWW.HEALTHWELLFOUNDATION.ORG), WHERE PATIENTS, PROVIDERS, PHARMACIES AND ADVOCATES CAN OBTAIN INFORMATION ON THE FOUNDATION'S PROGRAM, APPLY ONLINE AND, THROUGH INTERACTIVE PORTALS, MANAGE A PATIENT'S PORTFOLIO OF GRANTS (PROVIDERS AND PHARMACIES) OR MONITOR THEIR OWN GRANT (PATIENTS). THESE AVENUES ARE UPDATED CONTINUOUSLY AND MONITORED CLOSELY THROUGHOUT THE YEAR.

THE FOUNDATION ENGAGES IN A WIDE RANGE OF PROMOTIONAL OUTREACH ACTIVITIES, INCLUDING MEDIA RELATIONS AND BI-MONTHLY REAL WORLD HEALTH CARE BLOG ACTIVITIES (HEALTHWELLFOUNDATION.ORG/REALWORLDHEALTHCARE) IN ADDITION TO TARGETED SOCIAL MEDIA CAMPAIGNS TO EDUCATE THE PUBLIC, PROVIDERS, PHARMACIES AND OTHER HEALTH-RELATED ORGANIZATIONS ABOUT ITS WORK. NEWS ABOUT THE FOUNDATION'S PROGRAMS REGULARLY APPEAR IN LOCAL AND NATIONAL PUBLICATIONS, INCLUDING MEDICAL JOURNALS, NEWSPAPERS, MAGAZINES, BLOGS AND HEALTH CARE WEBSITES.

IN 2023, REPRESENTATIVES OF THE FOUNDATION WERE ABLE TO RESUME FULL PARTICIPATION AT NATIONAL AND LOCAL CONFERENCES INCLUDING THOSE OF SUCH

Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.
(See instructions.)

ENTITIES AS ONCOLOGY NURSING SOCIETY, THE LIVER MEETING, AMERICAN SOCIETY OF CLINICAL ONCOLOGY, ASEMBIA SPECIALTY PHARMACY SUMMIT, HEALTHCARE ADVOCATE SUMMIT, AND AMERICAN SOCIETY OF HEMATOLOGY.

ADDITIONALLY, WHEN THE FOUNDATION ESTABLISHES A NEW FUND WITH RESPECT TO A PARTICULAR DISEASE OR CONDITION, THE FOUNDATION:

- IDENTIFIES KEY NATIONAL PATIENT SUPPORT AND HEALTH CARE ORGANIZATIONS THAT ARE ABLE TO REACH OUT TO PATIENTS IN THE NEW FUND AREA.

- IDENTIFIES APPROPRIATE CONTACTS IN EACH ORGANIZATION THAT FOCUS ON PATIENT ADVOCACY AND/OR REIMBURSEMENT ISSUES.

- INVITES THESE ORGANIZATIONS TO EDUCATE PATIENTS, PROVIDERS, ADVOCATES AND THEIR BROADER NETWORKS ABOUT THE FOUNDATION'S PROGRAMS BY POSTING A LINK TO WWW.HEALTHWELLFOUNDATION.ORG ON THEIR WEBSITES, PROMOTING VIA SOCIAL MEDIA AND/OR INCLUDING INFORMATION ABOUT THE FOUNDATION'S SERVICES IN THEIR MARKETING AND EDUCATIONAL MATERIALS AS WELL AS THEIR WEBINARS AND CONFERENCES.

- ISSUES A PRESS RELEASE TO ANNOUNCE A NEW FUND TO THE MEDIA, PATIENT ADVOCACY GROUPS AND THE BROADER HEALTH CARE COMMUNITY.

- REACHES OUT TO PROSPECTIVE DONORS TO SOLICIT ADDITIONAL SUPPORT FOR THE DISEASE AREA.

- PROMOTES THE NEW FUND IN ITS NEWSLETTER, "THE PULSE," WHICH REACHES

Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.
(See instructions.)

APPROXIMATELY 156,000 INDIVIDUALS FOUR TIMES A YEAR, AND THROUGH SOCIAL MEDIA.

PART II, SECTION C, LINE 17A, FACTS AND CIRCUMSTANCES TEST:

CONCLUSION

IN SUMMARY, THE HEALTHWELL FOUNDATION HAS THE CHARACTERISTICS OF A "PUBLICLY SUPPORTED" ORGANIZATION, BASED ON THE FACTS AND CIRCUMSTANCES TEST DESCRIBED IN SECTION 1.170A-9(E)(3) OF THE TREASURY REGULATIONS. SPECIFICALLY, A SMALL NUMBER OF DONORS DO NOT CONTROL HEALTHWELL; RATHER HEALTHWELL IS A GROWING INSTITUTION THAT BEARS MANY OF THE INDICIA OF A "PUBLICLY SUPPORTED" ORGANIZATION, INCLUDING PUBLIC SUPPORT FROM A WIDE CROSS-SECTION OF DONORS WITH A REPRESENTATIVE GOVERNING BODY. MOREOVER, HEALTHWELL IS CONTINUING TO SEEK NEW SOURCES OF SUPPORT FROM THE GENERAL PUBLIC AS WELL AS OTHER ORGANIZATIONS. ACCORDINGLY, THE FOUNDATION QUALIFIES AS A "PUBLICLY SUPPORTED" ORGANIZATION DESCRIBED IN SECTION 170(B)(1)(A)(VI).

Schedule B
(Form 990)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Attach to Form 990, 990-EZ, or 990-PF.
Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2023

Name of the organization

HEALTHWELL FOUNDATION

Employer identification number

20-0413676

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☒ 501(c)(3) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000; or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year \$

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990).

For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990) (2023)

Schedule B (Form 990) (2023)

Page **2**

Name of organization

Employer identification number

HEALTHWELL FOUNDATION

20-0413676

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>		\$ <u>264,000,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>2</u>		\$ <u>82,920,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>3</u>		\$ <u>55,000,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>4</u>		\$ <u>54,626,251.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>5</u>		\$ <u>46,445,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>6</u>		\$ <u>40,000,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Schedule B (Form 990) (2023)

Page **2**

Name of organization	Employer identification number
HEALTHWELL FOUNDATION	20-0413676

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7		\$ 39,600,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8		\$ 30,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9		\$ 23,672,515.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10		\$ 16,100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
11		\$ 15,500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
12		\$ 12,013,671.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Schedule B (Form 990) (2023)

Page **2**

Name of organization	Employer identification number
HEALTHWELL FOUNDATION	20-0413676

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13		\$ 10,300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
14		\$ 8,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
15		\$ 7,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
16		\$ 5,150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
17		\$ 4,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
18		\$ 3,376,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Schedule B (Form 990) (2023)

Page **2**

Name of organization

Employer identification number

HEALTHWELL FOUNDATION

20-0413676

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19		\$ 2,500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
20		\$ 2,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
21		\$ 2,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
22		\$ 1,850,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
23		\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
24		\$ 750,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Schedule B (Form 990) (2023)

Page **2**

Name of organization

Employer identification number

HEALTHWELL FOUNDATION

20-0413676

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25		\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
26		\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

HEALTHWELL FOUNDATION

20-0413676

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____

Schedule B (Form 990) (2023)

Page **4**

Name of organization

Employer identification number

HEALTHWELL FOUNDATION**20-0413676**

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this info. once.) \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**Complete if the organization answered "Yes" on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2023Open to Public
Inspection

Name of the organization

HEALTHWELL FOUNDATION

Employer identification number

20-0413676

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (for example, recreation or education) ☐ Preservation of a historically important land area

☐ Protection of natural habitat ☐ Preservation of a certified historic structure

☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included on line 2a	2c
d Number of conservation easements included on line 2c acquired after July 25, 2006, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year

4 Number of states where property subject to conservation easement is located

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year

8 Does each conservation easement reported on line 2d above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under FASB ASC 958, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide in Part XIII the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under FASB ASC 958, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.

(i) Revenue included on Form 990, Part VIII, line 1

(ii) Assets included in Form 990, Part X

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under FASB ASC 958 relating to these items:

a Revenue included on Form 990, Part VIII, line 1

b Assets included in Form 990, Part X

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HEALTHWELL FOUNDATION

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Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that make significant use of its collection items (check all that apply).

a ☐ Public exhibitiond ☐ Loan or exchange programb ☐ Scholarly researche ☐ Other _____c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

Part V Endowment Funds Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment _____ %

b Permanent endowment _____ %

c Term endowment _____ %

The percentages on lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) Unrelated organizations? _____

(ii) Related organizations? _____

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? _____

	Yes	No
3a(i)		
3a(ii)		
3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		121,560.	74,594.	46,966.
d Equipment		574,896.	497,711.	77,185.
e Other		1,872,535.	1,478,782.	393,753.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, line 10c, column (B)).				517,904.

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HEALTHWELL FOUNDATION

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Part VII Investments - Other Securities

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, line 12, col. (B))		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, line 13, col. (B))		

Part IX Other Assets

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, line 15, col. (B))	

Part X Other Liabilities

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) COPAYMENTS AND PREMIUM ASSISTANCE	
(3) PAYABLE	7,093,237.
(4) LEASE LIABILITY	5,980,868.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, line 25, col. (B))	13,074,105.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII ... ☒

Schedule D (Form 990) 2023

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HEALTHWELL FOUNDATION

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Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	769,757,932.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	27,659,762.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	27,659,762.
3	Subtract line 2e from line 1	3	742,098,170.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	266,048.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	266,048.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	742,364,218.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	721,223,333.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	721,223,333.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	266,048.
b	Other (Describe in Part XIII.)	4b	10,449.
c	Add lines 4a and 4b	4c	276,497.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	721,499,830.

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2:

THE FOUNDATION EVALUATED ITS UNCERTAINTY IN INCOME TAXES FOR THE YEAR

ENDED DECEMBER 31, 2023, AND DETERMINED THAT THERE WERE NO MATTERS THAT

WOULD REQUIRE RECOGNITION IN THE CONSOLIDATED FINANCIAL STATEMENTS OR THAT

MAY HAVE ANY EFFECT ON ITS TAX-EXEMPT STATUS.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

RETURNED GRANTS

10,449.

**SCHEDULE G
(Form 990)**Department of the Treasury
Internal Revenue Service**Supplemental Information Regarding Fundraising or Gaming Activities**

Complete if the organization answered "Yes" on Form 990, Part IV, line 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

Attach to Form 990 or Form 990-EZ.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2023Open to Public
Inspection

Name of the organization

HEALTHWELL FOUNDATION

Employer identification number

20-0413676**Part I****Fundraising Activities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a** ☒ Mail solicitations **e** ☐ Solicitation of non-government grants
b ☒ Internet and email solicitations **f** ☐ Solicitation of government grants
c ☐ Phone solicitations **g** ☐ Special fundraising events
d ☐ In-person solicitations

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☒ **Yes** ☐ **No****b** If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
A.B. DATA GROUP - 600 A B DATA DRIVE, MILWAUKEE, WI	DIRECT MAIL CAMPAIGN		X	1,503,383.	423,341.	1,080,042.
Total				1,503,383.	423,341.	1,080,042.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.AL, AK, AZ, AR, CA, CO, CT, DE, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO
MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY
DC

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule G (Form 990) 2023

SEE PART IV FOR CONTINUATIONS

LHA 332081 09-13-23

Schedule G (Form 990) 2023

HEALTHWELL FOUNDATION

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Part II Fundraising Events. Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts				
	2 Less: Contributions				
	3 Gross income (line 1 minus line 2)				
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary. Add lines 4 through 9 in column (d)				
	11 Net income summary. Subtract line 10 from line 3, column (d)				

Part III Gaming. Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				
	8 Net gaming income summary. Subtract line 7 from line 1, column (d)				

9 Enter the state(s) in which the organization conducts gaming activities: _____

a Is the organization licensed to conduct gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: _____

Schedule G (Form 990) 2023

HEALTHWELL FOUNDATION

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- 11** Does the organization conduct gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity conducted in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name _____

Address _____

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization \$ _____ and the amount of gaming revenue retained by the third party \$ _____

c If "Yes," enter name and address of the third party:

Name _____

Address _____

- 16** Gaming manager information:

Name _____

Gaming manager compensation \$ _____

Description of services provided _____

☐ Director/officer ☐ Employee ☐ Independent contractor

- 17** Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year \$ _____

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions.

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: A.B. DATA GROUP

(I) ADDRESS OF FUNDRAISER: 600 A B DATA DRIVE, MILWAUKEE, WI 53217

PART I, LINE 2B, COLUMN (V):

HEALTHWELL IS RESPONSIBLE FOR ALL COSTS OF PAPER, BINDERY, PRINTING, LIST RENTALS, LIST PURCHASES, LETTERSHOP, COMPUTER SERVICES, POSTAGE COSTS.

[illegible]

SCHEDULE I
(Form 990)Department of the Treasury
Internal Revenue Service**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.
Attach to Form 990.
Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2023**Open to Public
Inspection**

Name of the organization

HEALTHWELL FOUNDATION**Employer identification number**
20-0413676**Part I** **General Information on Grants and Assistance****1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?☒ **Yes**☐ **No****2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.**Part II** **Grants and Other Assistance to Domestic Organizations and Domestic Governments.** Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of noncash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table**3** Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

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HEALTHWELL FOUNDATION

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Part III **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
MULTIPLE MYELOMA - MEDICARE ACCESS	29383	169,322,492.	0.		
RENAL CELL CARCINOMA - MEDICARE ACCESS	9547	56,929,150.	0.		
HYPERCHOLESTEROLEMIA - MEDICARE ACCESS	52454	54,622,815.	0.		
HEPATITIS C	8927	48,404,470.	0.		
TARDIVE DYSKINESIA - MEDICARE ACCESS	8241	38,803,600.	0.		

Part IV **Supplemental Information.** Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

PART I, LINE 2:

EACH PATIENT SEEKING ASSISTANCE IS SCREENED FOR ELIGIBILITY EITHER BY A
SPECIALIST THROUGH THE FOUNDATION HOTLINE OR THROUGH THE FOUNDATION'S
ONLINE APPLICATION TOOL. CRITERIA ARE STATIC ACROSS ALL OF THE FOUNDATION
FUNDS: DEPENDING ON THE PARTICULAR FUND FROM WHICH THE GRANT ISSUES, THE
PATIENT'S HOUSEHOLD INCOME MAY BE UP TO 505% OF THE FEDERAL POVERTY LEVEL,
ADJUSTED FOR HOUSEHOLD SIZE AND HIGH COST OF LIVING AREAS; THE PATIENT MUST
HAVE A DIAGNOSIS THAT THE FOUNDATION CURRENTLY SUPPORTS; THE PATIENT MUST
HAVE INSURANCE COVERAGE FOR THE TREATMENT FOR WHICH THEY ARE SEEKING

Schedule I (Form 990)

HEALTHWELL FOUNDATION

20-0413676

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Part III Continuation of Grants and Other Assistance to Domestic Individuals (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
PROSTATE CANCER - MEDICARE ACCESS	10,558.	34,151,624.	0.		
PULMONARY HYPERTENSION - MEDICARE ACCESS	6,066.	32,830,128.	0.		
CARDIOMYOPATHY - MEDICARE ACCESS	17,640.	31,000,288.	0.		
CHRONIC LYMPHOCYTIC LEUKEMIA	7,657.	30,490,105.	0.		
ACUTE MYELOID LEUKEMIA	7,180.	25,088,080.	0.		
CYSTIC FIBROSIS TREATMENTS	7,655.	21,691,498.	0.		
PULMONARY FIBROSIS	4,167.	21,063,910.	0.		
MYELOYDYSPLASTIC SYNDROMES - MEDICARE ACCESS	5,420.	19,853,002.	0.		
NEUROCOGNITIVE DISEASE WITH PSYCHOSIS - MEDICARE ACCESS	5,991.	19,823,178.	0.		

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HEALTHWELL FOUNDATION

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Part III Continuation of Grants and Other Assistance to Domestic Individuals (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
AMYOTROPHIC LATERAL SCLEROSIS	3,226.	18,871,854.	0.		
BREAST CANCER - MEDICARE ACCESS	2,448.	12,195,432.	0.		
MULTIPLE SCLEROSIS - MEDICARE ACCESS	1,367.	6,159,570.	0.		
PEYRONIE'S DISEASE	1,723.	4,900,361.	0.		
CYSTIC FIBROSIS VITAMINS AND SUPPLEMENTS	8,827.	4,890,144.	0.		
MANTLE CELL LYMPHOMA	1,069.	4,825,026.	0.		
CONGENITAL SUCRASE-ISOMALTASE DEFICIENCY	1,168.	4,563,781.	0.		
PEDIATRIC ASSISTANCE	2,305.	3,970,929.	0.		
DUPUYTREN'S DISEASE	2,294.	3,777,799.	0.		

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Schedule I (Form 990)

HEALTHWELL FOUNDATION

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Part III Continuation of Grants and Other Assistance to Domestic Individuals (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
AMYLOIDOSIS	578.	2,979,901.	0.		
GOUT - MEDICARE ACCESS	1,237.	2,443,201.	0.		
NON-SMALL CELL LUNG CANCER - MEDICARE ACCESS	691.	2,261,065.	0.		
NON-HODGKIN'S LYMPHOMA - MEDICARE ACCESS	486.	2,149,795.	0.		
SMALL CELL LUNG CANCER - MEDICARE ACCESS	703.	2,131,525.	0.		
SYSTEMIC SCLEROSIS WITH INTERSTITIAL LUNG DISEASE	352.	1,671,186.	0.		
WALDENSTROM MACROGLOBULINEMIA	297.	1,360,658.	0.		
URTICARIA	576.	1,357,771.	0.		
SICKLE CELL DISEASE	369.	1,152,303.	0.		

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HEALTHWELL FOUNDATION

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Part III Continuation of Grants and Other Assistance to Domestic Individuals (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
TYPE 2 DIABETES	1,266.	851,853.	0.		
MELANOMA - MEDICARE ACCESS	150.	819,030.	0.		
COLORECTAL CARCINOMA - MEDICARE ACCESS	377.	698,131.	0.		
CUSHING'S DISEASE	231.	664,437.	0.		
PANCREATIC CANCER - MEDICARE ACCESS	401.	647,575.	0.		
POST MENOPAUSAL OSTEOPOROSIS - MEDICARE ACCESS	1,632.	621,504.	0.		
IGA NEPHROPATHY	131.	615,336.	0.		
BLEPHARITIS	899.	614,942.	0.		
LAMBERT-EATON MYASTHENIC SYNDROME	120.	612,390.	0.		

Schedule I (Form 990)

Schedule I (Form 990)

HEALTHWELL FOUNDATION

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Part III Continuation of Grants and Other Assistance to Domestic Individuals (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
GIANT CELL ARTERITIS OR TEMPORAL ARTERITIS - MEDICARE ACCESS	156.	517,809.	0.		
CHRONIC MYELOID LEUKEMIA - MEDICARE ACCESS	109.	442,734.	0.		
BLADDER AND UROTHELIAL CANCER - MEDICARE ACCESS	154.	386,788.	0.		
AAV & GPA	0.	358,155.	0.		
HEALTH ACCESS	0.	350,993.	0.		
BONE METASTASES - MEDICARE ACCESS	168.	191,054.	0.		
B-CELL LYMPHOMA - MEDICARE ACCESS	95.	149,892.	0.		
ANCA-ASSOC VASCULITIS, AND GRANULOMATOSIS WITH POLYANGIITIS (FORMERLY WEGENERS)	140.	133,385.	0.		
NONTUBERCULOUS MYCOBACTERIUM - MEDICARE ACCESS	119.	111,308.	0.		

Schedule I (Form 990)

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HEALTHWELL FOUNDATION

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Part III Continuation of Grants and Other Assistance to Domestic Individuals (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
CANCER-RELATED BEHAVIORAL HEALTH	125.	85,839.	0.		
CHEMOTHERAPY INDUCED NEUTROPENIA - MEDICARE ACCESS	77.	78,399.	0.		
OVARIAN CANCER - MEDICARE ACCESS	43.	64,138.	0.		
PORPHYRIAS	19.	53,642.	0.		
HEAD AND NECK CANCER - MEDICARE ACCESS	20.	49,149.	0.		
COVID-19 FRONTLINE HEALTH CARE WORKERS BEHAVIORAL HEALTH	53.	35,937.	0.		
GASTRIC CANCER - MEDICARE ACCESS	17.	33,923.	0.		
HYPEROXALURIA	19.	23,585.	0.		
HOMOCYSTINURIA	11.	17,996.	0.		

Schedule I (Form 990)

Schedule I (Form 990)

HEALTHWELL FOUNDATION

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Part III Continuation of Grants and Other Assistance to Domestic Individuals (Schedule I (Form 990), Part III.)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
GOUT TRAVEL FUND	24.	15,125.	0.		
UREA CYCLE DISORDERS	6.	14,638.	0.		
ACROMEGALY	5.	14,179.	0.		
WILMS' TUMOR	1.	2,761.	0.		
ALAGILLE SYNDROME VITAMINS AND SUPPLEMENTS	4.	2,386.	0.		

Schedule I (Form 990)

Part IV Supplemental Information

ASSISTANCE; THAT TREATMENT MUST BE AN ELIGIBLE TREATMENT UNDER THE HEALTHWELL FUND; AND THE TREATMENT MUST BE DISPENSED IN THE UNITED STATES. IN ADDITION, DURING THE APPROVAL PROCESS, A SOFT CREDIT CHECK IS RUN ON THE APPLICANT TO DETERMINE THAT THEY MEET THE INCOME REQUIREMENTS FOR THE PROGRAM. IF THE SOFT CREDIT CHECK DOES NOT RETURN A SATISFACTORY RESULT, THE PATIENT IS REQUIRED TO SUBMIT A FULL INCOME DOCUMENT REVIEW IN ORDER TO RECEIVE ASSISTANCE THROUGH THE PROGRAM. OTHERWISE, PATIENTS ARE APPROVED IF ALL CRITERIA ARE MET DURING SCREENING.

PATIENTS RECEIVE A PHARMACY CARD TO USE AT THE LOCAL RETAIL PHARMACY, THROUGH MAIL ORDER PHARMACY, OR THROUGH SPECIALTY PHARMACY. THE PHARMACY CARD CANNOT BE USED FOR PRIMARY PAYMENT AND PROVIDES ELECTRONIC POINT OF SALE REIMBURSEMENT FOR THE PHARMACY.

IN CASES WHERE THE PHARMACY CARD CANNOT BE USED, THE FOUNDATION REQUIRES THE SUBMISSION OF A COMPLETED REIMBURSEMENT REQUEST FORM ALONG WITH ADDITIONAL INFORMATION AS OUTLINED ON THE FORM. UPON RECEIPT, THE REQUEST IS REVIEWED: A FOUNDATION PAYMENT SPECIALIST ENTERS THE RECEIVED INFORMATION INTO THE SYSTEM AND THE SYSTEM VALIDATES THE DATE OF SERVICE, AN INSURER PAID FIRST, THE PRODUCT IS AN ELIGIBLE TREATMENT UNDER THE HEALTHWELL FUND, AND THE PATIENT HAS AN ACTIVE, FULLY APPROVED GRANT. ONLY IF ALL SYSTEMATIC CHECKS PASS, THE PAYMENT SPECIALIST PROCESSES THE PAYMENT.

**SCHEDULE J
(Form 990)**Department of the Treasury
Internal Revenue Service**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees
Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
Attach to Form 990.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2023Open to Public
Inspection

Name of the organization

HEALTHWELL FOUNDATION

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Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

3 Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment? **4a**
- b** Participate in or receive payment from a supplemental nonqualified retirement plan? **4b**
- c** Participate in or receive payment from an equity-based compensation arrangement? **4c**
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization? **5a**
- b** Any related organization? **5b**
- If "Yes" on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization? **6a**
- b** Any related organization? **6b**
- If "Yes" on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

X

X

X

X

X

X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2023

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HEALTHWELL FOUNDATION

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Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC and/or 1099-NEC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) KRISTA ZODET PRESIDENT & CEO	(i)	369,804.	0.	0.	21,599.	3,814.	395,217.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) ALAN KLEIN CHIEF DEVELOPMENT OFFICER	(i)	286,870.	61,152.	0.	22,979.	2,724.	373,725.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) FRED ASIEDU LARBI CHIEF OPERATIONS OFFICER	(i)	227,166.	22,460.	0.	17,457.	42,110.	309,193.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) SHELA HALPER CHIEF FOUNDATION PROGRAM OFFICER	(i)	224,188.	22,170.	0.	16,026.	21,300.	283,684.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) ERICA MATA DIRECTOR, OPERATIONS	(i)	140,292.	17,078.	0.	10,860.	49,295.	217,525.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) TIMOTHY VAWTER ASSOCIATE DIRECTOR, INFO. TECH.	(i)	134,360.	13,465.	0.	10,754.	29,414.	187,993.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) CESAR MARTINEZ DIRECTOR, ARCHITECT SOLUTIONS	(i)	134,978.	13,155.	0.	10,500.	27,982.	186,615.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) VIRGINIA DUNN DIRECTOR, COMM, AND MKTG	(i)	126,659.	13,776.	0.	9,988.	31,311.	181,734.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(9) LORI MARTIN DIRECTOR, HUMAN RESOURCES	(i)	125,781.	13,000.	0.	8,178.	33,775.	180,734.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(10) COLLIN ALEXANDER, CHIEF FINANCIAL OFFICER THRU 6/23	(i)	144,359.	0.	0.	8,689.	19,641.	172,689.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Schedule J (Form 990) 2023

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HEALTHWELL FOUNDATION

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Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 3:

DATE OF LAST STUDY 12/31/2022

PART I, LINE 7:

ALL BONUS PAYMENTS RECEIVED BY OFFICERS, KEY EMPLOYEES AND HIGHEST
COMPENSATED EMPLOYEES LISTED IN FORM 990, PART VII ARE BASED ON AN
APPRAISAL OF THEIR PERFORMANCE.

SCHEDULE L
(Form 990)Department of the Treasury
Internal Revenue Service**Transactions With Interested Persons**

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c; or Form 990-EZ, Part V, line 38a or 40b.

Attach to Form 990 or Form 990-EZ.

Go to www.irs.gov/Form990 for instructions and the latest information.

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Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and section 501(c)(29) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b; or Form 990-EZ, Part V, line 40b.

1 (a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
			Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization \$

Part II Loans to and/or From Interested Persons

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
(1) COLLIN ALEXAN	OFFICER	EMPLOYEE		X	3,220.	3,220.		X		X		X
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												
(8)												
(9)												
(10)												
Total						\$ 3,220.						

Part III Grants or Assistance Benefiting Interested Persons

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990) 2023

SEE PART V FOR CONTINUATIONS

Schedule L (Form 990) 2023

HEALTHWELL FOUNDATION

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Part IV Business Transactions Involving Interested Persons

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L. See instructions.

SCHEDULE L, PART II, LOANS TO AND FROM INTERESTED PERSONS:

(A) NAME OF PERSON: COLLIN ALEXANDER

(C) PURPOSE OF LOAN: EMPLOYEE LOAN

SCHEDULE O
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

Attach to Form 990 or Form 990-EZ.

Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

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Name of the organization

HEALTHWELL FOUNDATION

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FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

THE HEALTHWELL FOUNDATION PROVIDED DEDUCTIBLE, COINSURANCE, COPAYMENT,

AND PREMIUM ASSISTANCE TO 125,790 ELIGIBLE PATIENTS TREATED FOR

HEPATITIS C, TARDIVE DYSKINESIA, PROSTATE CANCER, PULMONARY

HYPERTENSION, CARDIOMYOPATHY, CHRONIC LYMPHOCYTIC LEUKEMIA, ACUTE

MYELOID LEUKEMIA, CYSTIC FIBROSIS, PULMONARY FIBROSIS, MYELODYSPLASTIC

SYNDROMES, NEUROCOGNITIVE DISEASE WITH PSYCHOSIS, AMYOTROPHIC LATERAL

SCLEROSIS, BREAST CANCER, MULTIPLE SCLEROSIS, PEYRONIE'S DISEASE,

CYSTIC FIBROSIS VITAMINS AND SUPPLEMENTS, MANTLE CELL LYMPHOMA,

CONGENITAL SUCRASE-ISOMALTASE DEFICIENCY, PEDIATRIC ASSISTANCE,

DUPUYTREN'S DISEASE, AMYLOIDOSIS, GOUT, NON-SMALL CELL LUNG CANCER,

NON-HODGKIN'S LYMPHOMA, SMALL CELL LUNG CANCER, SYSTEMIC SCLEROSIS WITH

INTERSTITIAL LUNG DISEASE, WALDENSTROM MACROGLOBULINEMIA, URTICARIA,

SICKLE CELL DISEASE, TYPE 2 DIABETES, MELANOMA, COLORECTAL CARCINOMA,

CUSHING'S DISEASE, PANCREATIC CANCER, POST MENOPAUSAL OSTEOPOROSIS, IGA

NEPHROPATHY, BLEPHARITIS, LAMBERT-EATON MYASTHENIC SYNDROME, GIANT CELL

ARTERITIS OR TEMPORAL ARTERITIS, CHRONIC MYELOID LEUKEMIA, BLADDER AND

UROTHELIAL CANCER, AAV & GPA, HEALTH ACCESS, BONE METASTASES, B-CELL

LYMPHOMA, ANCA-ASSOC VASCULITIS, AND GRANULOMATOSIS WITH POLYANGIITIS

(FORMERLY WEGENERS), NONTUBERCULOUS MYCOBACTERIUM, CANCER-RELATED

BEHAVIORAL HEALTH, CHEMOTHERAPY INDUCED NEUTROPENIA, OVARIAN CANCER,

PORPHYRIAS, HEAD AND NECK CANCER, COVID-19 FRONTLINE HEALTH CARE

WORKERS BEHAVIORAL HEALTH, GASTRIC CANCER, HYPEROXALURIA,

HOMOCYSTEINURIA, GOUT TRAVEL FUND, UREA CYCLE DISORDERS, ACROMEGALY,

WILMS' TUMOR, AND ALAGILLE SYNDROME VITAMINS AND SUPPLEMENTS.

EXPENSES \$ 426,050,804. INCLUDING GRANTS OF \$ 414,141,198. REVENUE \$ 0.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990) 2023

LHA 332211 11-14-23

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Name of the organization HEALTHWELL FOUNDATION	Employer identification number 20-0413676
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SCHEDULE L PART II

THE LOAN REFERENCED ON SCHEDULE L WAS MADE IN 2023 IN CONNECTION WITH AN EMPLOYEE BENEFIT PROGRAM, AND IS IN THE PROCESS OF CORRECTION. IN ADDITION, A SMALL LOAN TO THE SAME INTERESTED PERSON WAS MADE UNDER THE PROGRAM IN 2022, AND THAT LOAN WAS CORRECTED IN 2023.

FORM 990, PART VI, SECTION B, LINE 11B:

UPON COMPLETION OF THE INTERNAL REVIEWS, THE FOUNDATION'S FINANCE DEPARTMENT PROVIDES EACH BOARD MEMBER A COPY FOR REVIEW PRIOR TO FILING WITH THE INTERNAL REVENUE SERVICE. ONCE THE BOARD HAS REVIEWED AND APPROVED THE FILING, THE BOARD CHAIR AUTHORIZES THE FEDERAL FORM 990 TO BE E-FILED.

FORM 990, PART VI, SECTION B, LINE 12C:

THE FOUNDATION'S PRESIDENT & CHIEF EXECUTIVE OFFICER AND THE CHIEF COMPLIANCE OFFICER WORK TOGETHER TO ENSURE ADHERENCE TO THE FOUNDATION'S COMPLIANCE PROGRAM. INCLUDED IN THIS COMPLIANCE PROGRAM ARE THE FOLLOWING ELEMENTS: STAFF AND BOARD OF DIRECTORS ARE REQUIRED TO FOLLOW A CODE OF CONDUCT; STAFF MUST SIGN A CONFIDENTIALITY AGREEMENT UPON HIRE; MEMBERS OF THE BOARD OF DIRECTORS AND SENIOR STAFF MUST SIGN A CONFLICT OF INTEREST DISCLOSURE ANNUALLY (BOARD MEMBERS THAT ARE DEEMED TO HAVE A CONFLICT OF INTEREST BASED ON THIS DISCLOSURE ARE RECUSED FROM PARTICIPATING IN A VOTE WITHIN THAT AREA OF CONFLICT); AND SENIOR STAFF AND BOARD ALSO ATTEST TO UNDERSTANDING AND ADHERING TO THE POLICIES AND PRACTICES OF THE HEALTHWELL FOUNDATION. THE SENIOR STAFF AND BOARD CANNOT REFER PATIENTS TO APPLY FOR ASSISTANCE FROM THE FOUNDATION, OR RECOMMEND A PARTICULAR PROVIDER, SUPPLIER, OR PRODUCT FOR AN APPLICANT OR PATIENT, OR DISCLOSE THE IDENTITY OF ANY PROGRAM DONOR. THE CHIEF COMPLIANCE OFFICER PROVIDES ANNUAL

Schedule O (Form 990) 2023

Page 2

Name of the organization HEALTHWELL FOUNDATION	Employer identification number 20-0413676
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COMPLIANCE TRAINING TO THE BOARD AND CORPORATE STAFF; THE PRESIDENT AND CHIEF EXECUTIVE OFFICER PROVIDES ANNUAL COMPLIANCE TRAINING TO THE CONTACT CENTER STAFF.

FORM 990, PART VI, SECTION B, LINE 15:

HEALTHWELL BOARD OF DIRECTORS CONDUCTED A COMPENSATION REVIEW IN 2021 FOR THE PRESIDENT. THE BOARD ENGAGED AN INDEPENDENT CONSULTANT, MARSH MCLENNAN, TO CONDUCT THE ANALYSIS. THE BOARD CHAIR, TREASURER, AND A BOARD DIRECTOR REVIEWED AND APPROVED THE PRESIDENT'S COMPENSATION.

HEALTHWELL ENGAGED MARSH MCLENNAN TO CONDUCT A COMPENSATION REVIEW FOR ALL POSITIONS AT HEALTHWELL BASED ON UPDATED JOB DESCRIPTIONS IN 2022 (THE LAST PRIOR ONE WAS UNDERTAKEN IN 2018). THE BOARD CHAIR, TREASURER, A BOARD DIRECTOR, AND THE PRESIDENT & CHIEF EXECUTIVE OFFICER REVIEWED AND APPROVED ALL COMPENSATION FOR THE REMAINING FOUNDATION STAFF.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

AL, AK, AZ, AR, CA, CT, FL, GA, HI, IL, KS, KY, LA, ME, MD, MA, MI, MN, MS, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, TN, UT, VT, VA, WA, WV, WI, CO, DE, ID, IN, IA, MO, MT, NE, NV, SD, TX, WY

FORM 990, PART VI, SECTION C, LINE 19:

THE FOUNDATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, FINANCIAL STATEMENTS AND THE FEDERAL FORM 990 ARE AVAILABLE TO THE PUBLIC UPON REQUEST. THE FEDERAL FORM 990, THE FOUNDATION'S FINANCIALS, AND ANNUAL REPORT ARE ALSO AVAILABLE AT WWW.HEALTHWELLFOUNDATION.ORG.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

GRANT REFUND 10,449.

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service**Related Organizations and Unrelated Partnerships**

Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2023**Open to Public
Inspection**

Name of the organization

HEALTHWELL FOUNDATIONEmployer identification number
20-0413676**Part I Identification of Disregarded Entities.** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
HWF DIRECT, LLC - 83-2192839 5280 CORPORATE DRIVE, SUITE 250B FREDERICK, MD 21073	CONTACT CENTER	VIRGINIA	16,522,745.	65,303,939.	HEALTHWELL FOUNDATION

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2023

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) <div>Legal domicile (state or foreign country)</div>	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.**Note:** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	1a	
b Gift, grant, or capital contribution to related organization(s)	1b	
c Gift, grant, or capital contribution from related organization(s)	1c	
d Loans or loan guarantees to or for related organization(s)	1d	
e Loans or loan guarantees by related organization(s)	1e	
f Dividends from related organization(s)	1f	
g Sale of assets to related organization(s)	1g	
h Purchase of assets from related organization(s)	1h	
i Exchange of assets with related organization(s)	1i	
j Lease of facilities, equipment, or other assets to related organization(s)	1j	
k Lease of facilities, equipment, or other assets from related organization(s)	1k	
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	
o Sharing of paid employees with related organization(s)	1o	
p Reimbursement paid to related organization(s) for expenses	1p	
q Reimbursement paid by related organization(s) for expenses	1q	
r Other transfer of cash or property to related organization(s)	1r	
s Other transfer of cash or property from related organization(s)	1s	
2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.		

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

HEALTHWELL FOUNDATION

20-0413676 Page 4

Part VI Unrelated Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Schedule R (Form 990) 2023

EXHIBIT B

August 8, 2018

Mr. Alan Klein
11602 Georgetowne Court
Potomac, Maryland 20854

Re: Confirmation of Terms and Conditions of Employment

Dear Alan:

This letter agreement memorializes the terms and condition of your employment as the Chief Development Officer of The HealthWell Foundation (the "Foundation"). At the bottom corner of each page of this letter agreement is a line for your initials. By initialing the page, you acknowledge that you have reviewed that page and agree to be bound by the terms set forth on that page.

Position, Duties and Responsibilities. This will confirm that you are employed as the Foundation's Chief Development Officer, with such duties, functions, responsibilities and authority as are typically consistent with such position, as the Foundation may from time to time determine. You are to devote your best efforts and your full time and attention to the performance of your duties for the Foundation, and are to perform such duties in an efficient, trustworthy and businesslike manner, and in a manner that complies with law and all policies, procedures, practices and other requirements of the Foundation as set forth in the Foundation's employee handbook, as it may be modified or amended from time to time by the Foundation in its sole discretion (the "Employee Handbook"). You hereby acknowledge receipt of the Employee Handbook. You report directly to, and are subject to the supervision of, the Foundation's President.

Employment. In all respects, your right and obligations with respect to the Foundation and its affairs are those of a person employed at will, for a period of no definite term or duration, to perform services on behalf of the Foundation. At any time and for any reason, with or without cause, either you or the Foundation may terminate your employment. In the event you should decide to terminate your employment, you agree to give the Foundation not less than thirty (30) days' prior written notice of such termination. In the event the Foundation should decide to terminate your employment, the Foundation will provide you with not less than thirty (30) days' prior written notice; provided, however, that if termination is for cause, as the Foundation may define in its sole discretion, termination will be immediate upon written notice to you from the Foundation. Except as otherwise expressly provided herein, your salary and other benefits will automatically cease upon your termination date, whether the termination is initiated by you or by the Foundation.



Initials

Stephen M. Weiner
BOARD CHAIR

Jerri Scarzella, BSN
VICE CHAIR & TREASURER

David L. Knowlton
VICE CHAIR & SECRETARY

Nancy Carteron, MD, FACP
BOARD MEMBER

Don Liss, MD
BOARD MEMBER

Suzanne M. Miller, PhD
BOARD MEMBER

Krista Zodet
PRESIDENT

Compensation. Your compensation package includes an annual base salary and annual bonus potential. Commencing on January 1, 2018 and for each year during your employment, you will be paid an annual base salary of not less than \$220,000 (the "Base Salary"), less withholdings and deductions required by law, and payable in accordance with the Foundation's normal payroll practices and procedures. Your Base Salary is subject to annual increases at the sole discretion of the Foundation's President.

You are eligible to receive bonus compensation in respect of each fiscal year (or portion thereof) occurring during the term of your employment in an amount that will not exceed 50% of your Base Salary for such fiscal year. The amount of your bonus with respect to each fiscal year or portion thereof, if any, will be determined by the President, in its sole discretion, using, among other factors, performance-based criteria applicable to you that the Foundation President develops in consultation with you, as well as the financial results of the Foundation with respect to the fiscal year in question (see Attachment A). In order to be eligible to receive any bonus payment, you must be an employee of the Foundation on the date any such bonus payment is actually paid by the Foundation.

Benefits. You are entitled to participate in any health, accident, disability and life insurance programs, and any other benefit program that are applicable to the Foundation's employees (as the Foundation may modify or amend any such program from time to time in its sole discretion). During your employment, you are permitted to take, in addition to Foundation holidays applicable to all employees, paid time off in accordance with the Foundation's Employee Handbook, so long as your absence does not interfere in any material respect with the performance of your duties.

Expenses. Except as otherwise specifically provided herein, you are entitled to be paid or reimbursed for all reasonable business expenses incurred by you in the performance of your duties for the Foundation in accordance with the Employee Handbook. You must furnish appropriate documentation of all expenses for which you are to be reimbursed, including documentation required by the Internal Revenue Service.

Confidential and Proprietary Information. You recognize and acknowledge that: (i) in the course of your employment you have access to and acquire certain Confidential Information (as defined below) relating to the business and operation of the Foundation, (ii) the Confidential Information is the property of the Foundation; (iii) the use, misappropriation or disclosure of the Confidential Information would constitute a breach of trust and could cause irreparable injury to the Foundation, and (iv) it is essential to the protection of the Foundation's good will and to the maintenance of the Foundation's competitive position that the Confidential Information be kept secret and that the Confidential Information not



Initials

be disclosed by you to others or be used by you to your own advantage or the advantage of others.

You are to hold and safeguard the Confidential Information in trust for the Foundation, its successors and assigns and shall not, without the prior written consent of the Foundation, misappropriate or disclose or make available to anyone for use outside the Foundation's organization at my time, either during your employment or subsequent to the termination of your employment for any reason whatsoever, any of the Confidential Information, whether or not developed by you, except as required in the performance of your duties for the Foundation; provided, however, that the foregoing does not apply to (i) any information generally available to the public or that becomes generally available to the public through no fault of your own, but only from and after the date such information becomes so available, (ii) any information obtained by you from a third party that you have no reason to believe is violating any obligation of confidentiality to the Foundation, or (iii) any information you are required by judicial process to disclose.

For purposes hereof, the term "Confidential Information" means, without limitation, all information with respect to the Foundation and its business and operations (including, without limitation, proposals, business and operational plans, financial information, customer and prospect lists and information, donor and prospective donor lists and information, donations and grants, individual grant recipients, providers, including specialty pharmacies, vendor information personnel information and contract information), governance, structure, properties, methods of operation, software (including, without limitation, source code, specifications, data, works in process, alpha and beta versions, design documents and documentation), trade secrets, inventions, discoveries, know-how and other intellectual property.

You are to disclose promptly to the Foundation any and all works, inventions, discoveries and improvements authored, conceived or made by you during your employment and related to the business or activities of the Foundation, and you hereby assign and agree to assign all your interest therein to the Foundation. Whenever requested to do so by the Foundation, you are to execute any and all applications, assignments or other instruments that the Foundation deems necessary to apply for and obtain Letters Patent or Copyrights of the United States or any foreign country or otherwise to protect the Foundation's interest therein. You obligations as described in the paragraph continue beyond the termination of employment with respect to works, inventions, discoveries and improvements authored, conceived or made by you during the term of your employment, and are binding upon your assigns, executors, administrators and other legal representatives.

Upon the termination of your employment for any reason, you are to promptly



Initials

deliver to the Foundation all correspondence, drawings, blueprints, manuals, letters, notes, notebooks, reports, flowcharts, programs, proposals and any documents concerning the Foundation's individual grant recipients or donors, or concerning products, services, programs or processes used by the Foundation and, without limiting the foregoing, you are to promptly deliver to the Foundation any and all other documents or materials containing or constituting Confidential Information.

In addition, upon the termination of your employment for any reason, you are to promptly return to the Foundation, in good operating condition (reasonable wear and tear in ordinary usage excepted), all tangible assets and property in your possession but that belong to the Foundation, including but not limited to any all computers (including but not limited to laptops) and computer equipment, cellular phones, personal electronic devices, furniture, and any and all other tangible assets and property belonging to the Foundation.

Non-Competition; Non-Solicitation. It is hereby acknowledged that prior to the date of this letter agreement your bonus compensation could not exceed 20% of your then current Base Salary. However, in exchange for your agreement to enter into and comply with the non-competition and non-solicitation provisions set forth below, the Foundation has agreed to materially enhance the bonus compensation available to you so that your potential maximum bonus compensation now up to 50%, rather 20%, of your then current Base Salary all as set forth on Attachment A; and you hereby expressly acknowledge and agree that, among other consideration, such increase in potential bonus compensation is good and valuable consideration for your agreement to enter into and comply with the non-competition and non-solicitation provisions set forth below.

During the term of your employment and for a period of one (1) year following the termination of your employment for any reason whatsoever you will not, directly or indirectly, whether as principal or as agent, officer, director, employee, member, manager, consultant, shareholder, or otherwise, alone or in association with any other person, corporation or other entity, (i) engage in a Restricted Business (as defined below) in the geographic area constituting the United States of America, (ii) solicit the trade of, or trade with, any customer, prospective customer, donor, prospective donor, supplier, or prospective supplier of the Foundation in any business, organization or enterprise competitive with that of the Foundation to the Foundation's disadvantage, or (iii) solicit or induce, or attempt to solicit or induce, any employee of the Foundation to leave the Foundation for any reason whatsoever, or hire any employee of the Foundation (it being conclusively presumed so as to avoid any disputes under this paragraph that the hiring of any employee or former employee of the Foundation within six (6) months following the termination of his/her employment with the Foundation is in violation of this paragraph). For purposes of this paragraph, the term "Restricted Business" shall mean and include any business, enterprise or organization that (i) is operated as an independent,

AK
Initials

charitable patient assistance program or organization or (ii) has as its primary business operation a patient assistance program or organization. For example, the foregoing shall not restrict you from acting as an employee, consultant or the like for (i) a charitable organization that operates a patient assistance program as an ancillary, but not primary, part of its overall operations or (ii) a for-profit pharmaceutical manufacturer that operates a commercial patient assistance program as an ancillary, but not primary, part of its overall operations.

Severance Eligibility. In the event your employment is terminated by the Foundation without cause, and you are otherwise in compliance with the terms and conditions of this Agreement, including, without limitation, your obligations under the paragraphs herein entitled "**Confidential and Proprietary Information**" and "**Non-Competition; Non-Solicitation**," and so long as you have executed and delivered to the Foundation such documents and instruments as the Foundation may request, including, without limitation, a release in favor of the Foundation and its directors, managers, officers, employees, agents, successors and assigns, of all claims relating to or arising out of your employment with the Foundation in form and substance acceptable to the Foundation in its sole discretion (the "Release"), you are entitled to a severance payment (the "Severance Payment") in the amount equal to fifty percent (50%) of your then current Base Salary as of the date of the Foundation's termination of your employment without cause.

Any such Severance Payment will be payable by the Foundation within thirty (30) days following termination of your employment; provided, however, that if you fail to execute and deliver the Release within thirty (30) days following your termination without cause, no Severance Payment will be paid. Upon termination of your employment, and except as expressly provided above in this paragraph on "**Severance Eligibility**," you are not entitled to receive any further compensation pursuant to this Agreement (except as specifically required by law). In the event of your termination by the Foundation without cause, you acknowledge that the Foundation has no liability to you whatsoever with respect to your employment with the Foundation pursuant to this Agreement other than its obligations set forth in this paragraph.

No Conflicting Obligations. You represent that you have no interest or obligation that is inconsistent with or in conflict with this letter agreement or that prevents, limits or impairs your performance as an employee of the Foundation. You agree to notify the Foundation's President immediately if any such interest or obligation arises.

Compliance with Code § 409A. This letter agreement shall be interpreted and administered in accordance with the applicable requirements of, and exemptions from, Section 409A of the Internal Revenue Code of 1986, as amended (the "Code"), and in a manner consistent with Treas. Reg. § 1.409A-1 et. seq. To the


Initials

extent any payments or benefits are subject to Code § 409A, this letter agreement will be interpreted, construed and administered in a manner that satisfies the requirements of (i) Code § 409A(a)(2), (3) and (4), (ii) Treas. Reg. § 1.409A-1 et seq., and (iii) other applicable authority issued by the Internal Revenue Service and the U.S. Department of the Treasury.

When used in this letter agreement, the terms "termination of employment," "terminate employment," and words of similar import mean and refer to "separation from service" within the meaning of Code § 409A(a)(2)(A)(i) and Treas. Reg. § 1.409A-1 (h).

If any amount is to be paid to you as a result of the termination of your employment at a time when you are the "specified employee" (within the meaning of Treas. Reg. § 1.409A-1 (i)), then, only to the extent necessary to avoid the imposition of excise taxes or other penalties under Code § 409A, payments scheduled to be paid to you during the first six (6) month period following the date of a termination of employment will not be paid until the date that is the first business day after six months have elapsed following the termination of your employment. If you die during the delay period set forth in this paragraph, your entire benefit will be paid to your beneficiary, in cash, in a single lump sum, within sixty (60) days of death.

Any series of payments made to you pursuant to the terms of this letter agreement will be deemed to be a series of separate payments for purposes of the distribution requirements of Code § 409A.

Entire Understanding: This letter agreement constitutes the entire understanding between the Foundation and you with respect to the subject matter hereof and supersedes any and all other prior understandings and agreements, whether verbal or written. The agreements set forth in this letter agreement are to be construed under the laws of the State of Maryland.

Kindly sign below indicating that you agree to the provisions set forth in this letter and return your fully initialed and executed original to the undersigned as soon as possible. Your signature below will also evidence that this letter agreement was not the product of coercion and that you have entered into it knowingly and voluntarily.

Sincerely,



Krista Zodet

President

The HealthWell Foundation



Initials

**Agreed and Accepted:**

Alan Klein

Date: 8/8/18

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Attachment A

Effort	Maximum %	Notes
BASE		
Target Annual Budget Met	14%	Based on current circumstances. Minimum of \$150M may change if fund efficiencies change or if investments changes.
Contributions as Senior Staff	2%	
Management of Department and Staff	2%	
Contributions to Positive Workplace Environment	2%	
CURRENT DONORS		
>50% were active in the current and previous year	1.75%	
>50% gave more in current year than previous year	1.75%	
>25% opened 1 or more new funds or a fund that has been dormant for 2+ years	1.5%	
NEW DONORS	Not cumulative	
Average donations of all new donors <\$1M	1%	
Average donations of all new donors \$1M-\$4.99M	2%	
Average donations of all new donors \$5M-\$9.99M	4%	
Average donations of all new donors \$10M+	5%	
OTHER		
Secure a high net worth individual donor >\$1M	2%	
Secure donations from other new non-profits totaling >\$1M	2%	
Secure donations from non-pharma, non-bio corporations totaling >\$1M	2%	


 Initials

Donor move from another foundation >\$2M	1%	
For each \$75M over target annual budget considering corporate donations only	1.5%	
Achieve full public charity status 34% +	3%	One-time only
Maintain full public charity status 34%+	1%	For each subsequent year or return after a drop



 Initials



December 26, 2022

Mr. Alan Klein
11602 Georgetowne Court
Potomac, Maryland 20854

Re: Amendment to Employment Agreement

Dear Alan:

This letter agreement ("Amendment Letter") memorializes the mutually agreeable amendments to your employment letter agreement dated August 18, 2018 (the "Employment Agreement") with The HealthWell Foundation (the "Foundation"). Specifically, it is hereby agreed as follows:

1. Amendments. Your Employment Agreement is amended as follows:

A. The section of your Employment Agreement entitled "Compensation" is hereby amended by deleting that section in its entirety and by replacing it with the following new section:

"Compensation. Your compensation package includes an annual base salary and annual bonus potential. Commencing on January 1, 2022, and for each year during your employment, you will be paid an annual base salary of not less than \$271,650 (the "Base Salary"), less withholdings and deductions required by law, and payable in accordance with the Foundation's normal payroll practices and procedures. Your Base Salary is subject to annual increases at the sole discretion of the Foundation's President.

You are eligible to receive bonus compensation in respect of each fiscal year (or portion thereof) occurring during the term of your employment in an amount that will not exceed 30% of your Base Salary for such fiscal year. The amount of your bonus with respect to each fiscal year or portion thereof, if any, will be determined by the President, in its sole discretion, using, among other factors, performance-based criteria applicable to you that the Foundation President develops in consultation with you, as well as the financial results of the Foundation with respect to the fiscal year in question (see Attachment A). In order to be eligible to receive any bonus payment, you must be an employee of the Foundation on the date any such bonus payment is actually paid by the Foundation."

B. The section of your Employment Agreement entitled "Non-Competition; Non-Solicitation" is hereby amended by deleting the first paragraph of that section in its entirety and by replacing it with the following new sentence:

"For good and valuable consideration, the receipt and sufficiency of which is acknowledged, you hereby agree to the non-competition and non-solicitation provisions set forth below:"

Stephen M. Weiner
BOARD CHAIR

Jerri Scarzella, BSN
VICE CHAIR & TREASURER

David L. Knowlton
VICE CHAIR, SECRETARY &
CHIEF COMPLIANCE OFFICER

Cathleen D. Bennett, Esq.,
BOARD MEMBER

Nancy Carteron, MD, FACR
BOARD MEMBER

David F. Ertel
BOARD MEMBER

Don Liss, MD
BOARD MEMBER

Suzanne M. Miller, PhD
BOARD MEMBER

Jeffrey Peppercorn, MD, MPH
SCIENTIFIC & ETHICS ADVISOR

Krista Zodet
PRESIDENT

2. **Remaining Provisions of Employment Agreement.** All other sections and provisions of the Employment Agreement remain in full force and effect unless further amended by the mutual written agreement of you and HealthWell.

3. **Counterparts.** This Amendment Letter may be executed in counterparts, each of which shall be an original and both of which together shall constitute one and the same instrument.


Kindly sign below indicating that you agree to the provisions set forth in this Amendment Letter and return your fully executed original to the undersigned as soon as possible. Your signature below will also evidence that this Amendment Letter was not the product of coercion and that you have entered into it knowingly and voluntarily.

Sincerely,



Krista Zodet
President & Chief Executive Officer
The HealthWell Foundation

Agreed and Accepted:

DocuSigned by:

07FE88E139EF4ED...
Alan Klein

Date: 12/26/2022

Attachment A

New Structure effective for 2022		Cap: 30%	POTENTIAL
Met minimum budget target needed to operations continues without Staffing Reductions (i.e., layoffs due to lack of work/volume)			6.00%
TBD by Finance annually			
Contributions as Senior Staff			4.00%
Management of Department and Staff			4.00%
Contributions to Workplace Environment			4.00%
Current Donors	4.00%	max additional	
cumulative	1.25%	>25% were active in the current and previous year	1.25%
	1.50%	>50% were active in the current and previous year	1.50%
	1.25%	>75% were active in the current and previous year	1.25%
Special Initiative Donors			
cumulative	1%	1-2 new special initiative donors (non-individual)	1.00%
	1%	3-4 new special initiative donors (non-individual)	1.00%
	1%	5+ new special initiative donors (non-individual)	1.00%
	0.25%	for each returning special initiative donors in subsequent year	
special initiative = non-disease specific: PAF, behavioral health, caregiver, oncology radiation, travel, etc.			
disease fund donors that become special initiative donors count here			
Public Charity %	2.00%	End year at target %	2.00%
TBD by Finance annually in Q1		for 2022, target is 30%	
Reach targets	max additional		
	3%	achieve full public charity status 34% +	3.00%
	2%	maintain full public charity status 34%+	2.00%
	1%	>50% of donors gave more in current year than previous year	1.00%
	1%	>25% donors opened 1 or more new funds or fund that has been dormant for 2+ years	1.00%

EXHIBIT C

PUBLIC DISCLOSURE COPY

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2023Open to Public
Inspection

A For the 2023 calendar year, or tax year beginning and ending		
B Check if applicable: <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization <div style="border: 1px solid black; padding: 2px;">PATIENT ACCESS NETWORK FOUNDATION</div> <div style="border: 1px solid black; padding: 2px;">Doing business as</div> <div style="border: 1px solid black; padding: 2px;">Number and street (or P.O. box if mail is not delivered to street address) Room/suite <div style="display: flex; justify-content: space-between;"> 1032 15TH ST NW 413 </div> </div> <div style="border: 1px solid black; padding: 2px;">City or town, state or province, country, and ZIP or foreign postal code <div style="display: flex; justify-content: space-between;"> WASHINGTON, DC 20005 </div> </div>	D Employer identification number <div style="border: 1px solid black; padding: 2px;">20-1184743</div>
E Telephone number <div style="border: 1px solid black; padding: 2px;">202-347-9272</div>		
G Gross receipts \$ <div style="border: 1px solid black; padding: 2px;">829,269,779.</div>		
H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. See instructions		
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: <div style="border: 1px solid black; padding: 2px;">WWW.PANFOUNDATION.ORG</div>		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		
L Year of formation: <div style="border: 1px solid black; padding: 2px;">2004</div>		
M State of legal domicile: <div style="border: 1px solid black; padding: 2px;">DC</div>		

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: TO HELP UNDERINSURED PEOPLE WITH LIFE-THREATENING, CHRONIC AND RARE DISEASES GET THE MEDICATIONS AND		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	14
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	14
	5	Total number of individuals employed in calendar year 2023 (Part V, line 2a)	5	199
	6	Total number of volunteers (estimate if necessary)	6	1
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	b Net unrelated business taxable income from Form 990-T, Part I, line 11	7b	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	277,827,701.	364,186,196.
	9	Program service revenue (Part VIII, line 2g)	0.	0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	6,373,322.	10,175,747.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	62,428.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	284,201,023.	374,424,371.
	Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	298,040,691.	255,391,522.
14		Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	8,809,880.	12,917,672.
16a		Professional fundraising fees (Part IX, column (A), line 11e)	606,117.	577,705.
b		Total fundraising expenses (Part IX, column (D), line 25)	3,850,238.	
17		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	23,330,880.	19,246,239.
18		Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	330,787,568.	288,133,138.
19		Revenue less expenses. Subtract line 18 from line 12	-46,586,545.	86,291,233.
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	405,191,661.	468,568,076.
	21	Total liabilities (Part X, line 26)	137,766,552.	107,379,690.
	22	Net assets or fund balances. Subtract line 21 from line 20	267,425,109.	361,188,386.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	Date			
	KEVIN HAGAN, PRESIDENT & CEO Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	AMY DOSIK				P00890743
Preparer Use Only	Firm's name	Firm's EIN		Phone no.	
	CHERRY BEKAERT ADVISORY LLC 1111 METROPOLITAN AVE. STE. 900 CHARLOTTE, NC 28204	88-2730877		704-377-1678	

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

LHA For Paperwork Reduction Act Notice, see the separate instructions.

332001 12-21-23

Form **990** (2023)**SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION**

Form 990 (2023)

PATIENT ACCESS NETWORK FOUNDATION

20-1184743

Page **2****Part III Statement of Program Service Accomplishments**Check if Schedule O contains a response or note to any line in this Part III ☒ **X****1** Briefly describe the organization's mission:

TO HELP UNDERINSURED PEOPLE WITH LIFE-THREATENING, CHRONIC AND RARE DISEASES GET THE MEDICATIONS AND TREATMENT THEY NEED BY PAYING FOR THEIR OUT-OF-POCKET COSTS AND ADVOCATING FOR IMPROVED ACCESS, EQUITY, AND AFFORDABILITY.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 268,960,814. including grants of \$ 255,391,522.) (Revenue \$)

AT THE PAN FOUNDATION, WE ENVISION A NATION IN WHICH EVERYONE CAN GET ACCESS TO THE TREATMENT THEY NEED. WITH THE SUPPORT OF OUR GENEROUS DONORS AND IN COLLABORATION WITH HEALTHCARE PROVIDERS AND PHARMACIES THROUGHOUT THE U.S., PAN COVERS THE PREMIUMS, DEDUCTIBLES, CO-PAYMENTS AND COINSURANCE FOR THOUSANDS OF UNDERINSURED PATIENTS. AS A RESULT, THESE PATIENTS ARE ABLE TO OBTAIN THE TREATMENTS THEY NEED TO BEST MANAGE THEIR CONDITIONS AND IMPROVE THEIR QUALITY OF LIFE. IN 2023, THE PAN FOUNDATION ASSISTED 110,520 PATIENTS, AND PAID OVER 636,000 CLAIMS FOR PATIENTS' OUT-OF-POCKET COSTS FOR THEIR CRITICAL MEDICATIONS. IN ADDITION, THE PAN FOUNDATION CONTINUES TO ADVOCATE FOR GREATER HEALTHCARE ACCESS, EQUITY, AND AFFORDABILITY. THE PAN FOUNDATION OPERATES UNDER AN ADVISORY OPINION ISSUED BY THE U.S. DEPARTMENT OF

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4c** (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4d** Other program services (Describe on Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 268,960,814.Form **990** (2023)

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? See instructions	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4	X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Rev. Proc. 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10	X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X, as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	11a X	
b Did the organization report an amount for investments - other securities in Part X, line 12, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	11b	X
c Did the organization report an amount for investments - program related in Part X, line 13, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	11c	X
d Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11e X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I. See instructions</i>	17 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	X

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Part IV Checklist of Required Schedules (continued)

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22 X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23 X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b	X
26 Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II</i>	26	X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27	X
28 Was the organization a party to a business transaction with one of the following parties? (See the Schedule L, Part IV, instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i>	28a	X
b A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i>	28b	X
c A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? <i>If "Yes," complete Schedule L, Part IV</i>	28c	X
29 Did the organization receive more than \$25,000 in noncash contributions? <i>If "Yes," complete Schedule M</i>	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33 X	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37	X
38 Did the organization complete Schedule O and provide explanations on Schedule O for Part VI, lines 11b and 19? Note: All Form 990 filers are required to complete Schedule O	38 X	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

	Yes	No
1a Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable	1a 68	
b Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable	1b 0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c X	

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

		Yes	No
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 199		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		X
b If "Yes," has it filed a Form 990-T for this year? <i>If "No" to line 3b, provide an explanation on Schedule O</i>	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If "Yes," enter the name of the foreign country See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the sponsoring organization make any taxable distributions under section 4966?	9a		
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note: See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? <i>If "No," provide an explanation on Schedule O</i>	14b		
15 Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see the instructions and file Form 4720, Schedule N.	15		X
16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.	16		X
17 Section 501(c)(21) organizations. Did the trust, or any disqualified or other person engage in any activities that would result in the imposition of an excise tax under section 4951, 4952 or 4953? If "Yes," complete Form 6069.	17		

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Part VI Governance, Management, and Disclosure. For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

☒**Section A. Governing Body and Management**

	1a	1b	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	14			
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O.				
b Enter the number of voting members included on line 1a, above, who are independent		14		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?			2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?			3	X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?			4	X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?			5	X
6 Did the organization have members or stockholders?			6	X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?			7a	X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?			7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a The governing body?			8a	X
b Each committee with authority to act on behalf of the governing body?			8b	X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O			9	X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe on Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe on Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization	X	
If "Yes" to line 15a or 15b, describe the process on Schedule O. See instructions.		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed AL, AR, CA, DC, FL, GA, HI, IL, KS, KY, MD, MA

18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☐ Another's website ☒ Upon request ☐ Other (explain on Schedule O)

19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records
SCOTT SCHLENOFF - 202-661-8080
1032 15TH ST NW, 413, WASHINGTON, DC 20005

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See the instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (box 5 of Form W-2, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

See the instructions for the order in which to list the persons above.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) KEVIN HAGAN PRESIDENT & CEO	40.00			X				529,372.	0.	38,816.
(2) NECHUMAH GETZ CHIEF STRATEGY & OPERATION	40.00				X			502,091.	0.	14,432.
(3) SCOTT SCHLENOFF CFO & TREASURER	40.00			X				452,688.	0.	37,945.
(4) AMY NILES CHIEF ADVOCACY & ENGAGEMENT OFFICER	40.00				X			422,914.	0.	22,627.
(5) LEENA PATEL VICE PRESIDENT OF DEVELOPMENT	40.00					X		359,370.	0.	28,421.
(6) KISHORE BALASUBRAMANYA CHIEF TECHNOLOGY OFFICER	40.00					X		347,330.	0.	38,816.
(7) RICHARD CITRENBaum VICE PRESIDENT OF OPERATIONS	40.00					X		255,000.	0.	35,239.
(8) ANDRE HARRELL CHIEF GROWTH OFFICER	40.00				X			261,423.	0.	16,044.
(9) KIM BAICH CHIEF DIVERSITY & HEALTH EQUITY OFFI	40.00					X		239,717.	0.	26,206.
(10) MIA HARMON CHIEF COMPLIANCE AND PRIVACY OFFICER	40.00					X		231,540.	0.	24,752.
(11) DEANNA BANKS CHAIR	3.00	X		X				16,000.	0.	0.
(12) NANCY MCGEE VICE CHAIR	3.00	X		X				12,000.	0.	0.
(13) JENNIFER BROWN DIRECTOR	3.00	X						12,000.	0.	0.
(14) WENDY BULLINGTON DIRECTOR	3.00	X						12,000.	0.	0.
(15) JOSEPH D'AVELLA DIRECTOR	3.00	X						12,000.	0.	0.
(16) MARY FINDLEY DIRECTOR	3.00	X						12,000.	0.	0.
(17) JEFFREY KING DIRECTOR	3.00	X						12,000.	0.	0.

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Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) NICHOLAS LAROCHELLE DIRECTOR	3.00	X						12,000.	0.	0.
(19) ANNA MCKEAN DIRECTOR	3.00	X						12,000.	0.	0.
(20) WINFRED PARNELL DIRECTOR	3.00	X						12,000.	0.	0.
(21) HOWARD WEINBERG DIRECTOR	3.00	X						12,000.	0.	0.
(22) JAMES DUNLOP SECRETARY	3.00	X		X				8,000.	0.	0.
(23) MARY BLUNT DIRECTOR	3.00	X						8,000.	0.	0.
(24) CHASE BICE DIRECTOR	3.00	X						0.	0.	0.
1b Subtotal								3,753,445.	0.	283,298.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								3,753,445.	0.	283,298.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization

30

- 3** Did the organization list any **former** officer, director, trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? *If "Yes," complete Schedule J for such individual*
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
ERNST & YOUNG LLP 200 PLAZA DRIVE, SECAUCUS, NJ 07094	STRATEGIC CONSULTANT	5,151,688.
AD HOC, 1350 I ST NW SUITE 500, WASHINGTON, DC 20005	SOFTWARE DEVELOPMENT AND IT SUPPORT	3,711,386.
FAEGRE DRINKER BIDDLE & REATH LLP, 1500 K ST NW SUITE 1100, WASHINGTON, DC 20005	LEGAL SERVICES	1,716,604.
SIEGEL & GALE LLC 195 BROADWAY, NEW YORK, NY 10007	STRATEGIC COMMUNICATIONS SERVI	1,690,966.
SS&C HEALTH 13804 COLLECTIONS DRIVE, CHICAGO, IL 60693	CLAIM ADMINISTRATION	1,112,245.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization

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Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

				(A)	(B)	(C)	(D)
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above ...	1f	364,186,196.			
	g	Noncash contributions included in lines 1a-1f	1g	\$			
	h	Total. Add lines 1a-1f		364186196.			
Program Service Revenue	2 a	.....	Business Code				
	b	.....				
	c	.....				
	d	.....				
	e	.....				
	f	All other program service revenue					
	g	Total. Add lines 2a-2f					
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		14,513,052.			14513052.
4		Income from investment of tax-exempt bond proceeds					
5		Royalties					
6 a		Gross rents	(i) Real	62,428.			
b		Less: rental expenses ...	(ii) Personal	0.			
c		Rental income or (loss)		62,428.			
d		Net rental income or (loss)		62,428.			62,428.
7 a		Gross amount from sales of assets other than inventory	(i) Securities	450,508,103.			
b		Less: cost or other basis and sales expenses	(ii) Other	454,840,729.	4,679.		
c		Gain or (loss)		-4,332,626.	-4,679.		
d		Net gain or (loss)		-4,337,305.			-4337305.
8 a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18					
b		Less: direct expenses					
c		Net income or (loss) from fundraising events					
9 a	Gross income from gaming activities. See Part IV, line 19						
b	Less: direct expenses						
c	Net income or (loss) from gaming activities						
10 a	Gross sales of inventory, less returns and allowances						
b	Less: cost of goods sold						
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue	11 a	.....	Business Code				
	b	.....				
	c	.....				
	d	All other revenue					
	e	Total. Add lines 11a-11d					
	12	Total revenue. See instructions		374424371.	0.	0.	10238175.

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Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 ...				
2 Grants and other assistance to domestic individuals. See Part IV, line 22	255,391,522.	255,391,522.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	2,907,962.	1,267,137.	1,363,358.	277,467.
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	8,129,379.	3,187,160.	4,431,116.	511,103.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	407,986.	113,591.	276,209.	18,186.
9 Other employee benefits	746,959.	317,401.	381,931.	47,627.
10 Payroll taxes	725,386.	294,322.	379,590.	51,474.
11 Fees for services (nonemployees):				
a Management				
b Legal	1,992,842.		1,992,842.	
c Accounting	472,339.		472,339.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	577,705.			577,705.
f Investment management fees	276,333.		276,333.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Sch O.)	12,893,410.	7,030,824.	3,546,641.	2,315,945.
12 Advertising and promotion				
13 Office expenses	383,825.	58,060.	316,199.	9,566.
14 Information technology	1,109,916.	615,182.	493,004.	1,730.
15 Royalties				
16 Occupancy	414,442.		414,442.	
17 Travel	430,500.	72,061.	323,455.	34,984.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials ...				
19 Conferences, conventions, and meetings	330,172.	13,777.	311,944.	4,451.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	387,032.	375,000.	12,032.	
23 Insurance	330,651.		330,651.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a ALLIANCE EXPENSES	224,777.	224,777.		
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	288,133,138.	268,960,814.	15,322,086.	3,850,238.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

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Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	110,719,572.	2	208,642,205.
	3 Pledges and grants receivable, net	12,959,999.	3	58,339,999.
	4 Accounts receivable, net		4	
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	1,680,327.	9	1,011,968.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 20,125,926.		
	b Less: accumulated depreciation	10b 11,011,381.	10c	9,114,545.
	11 Investments - publicly traded securities	270,324,530.	11	189,307,506.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	2,519,369.	15	2,151,853.
16 Total assets. Add lines 1 through 15 (must equal line 33)	405,191,661.	16	468,568,076.	
Liabilities	17 Accounts payable and accrued expenses	12,484,058.	17	9,898,236.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	125,282,494.	25	97,481,454.
	26 Total liabilities. Add lines 17 through 25	137,766,552.	26	107,379,690.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	20,867,456.	27	32,903,735.
	28 Net assets with donor restrictions	246,557,653.	28	328,284,651.
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	267,425,109.	32	361,188,386.
	33 Total liabilities and net assets/fund balances	405,191,661.	33	468,568,076.

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Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	374,424,371.
2	Total expenses (must equal Part IX, column (A), line 25)	2	288,133,138.
3	Revenue less expenses. Subtract line 2 from line 1	3	86,291,233.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	267,425,109.
5	Net unrealized gains (losses) on investments	5	7,472,044.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	361,188,386.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	X
b Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	X
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____ If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.	2c	X
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F? _____	3a	X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits _____	3b	

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Schedule A (Form 990) 2023

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Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	434035433	439121644	297101560	277827701	364186196	1812272534.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	434035433	439121644	297101560	277827701	364186196	1812272534.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						1297936295.
6 Public support. Subtract line 5 from line 4.						514336239

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total
7 Amounts from line 4	434035433	439121644	297101560	277827701	364186196	1812272534.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	13565060.	9824200.	9266883.	7890347.	14575480.	55121970.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						1867394504.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2023 (line 6, column (f), divided by line 11, column (f))	14	27.54 %
15 Public support percentage from 2022 Schedule A, Part II, line 14	15	25.82 %
16a 33 1/3% support test - 2023. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2022. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2023. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 10% -facts-and-circumstances test - 2022. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Schedule A (Form 990) 2023

Schedule A (Form 990) 2023

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Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2019	(b) 2020	(c) 2021	(d) 2022	(e) 2023	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included on line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2023 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2022 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2023 (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from 2022 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2023. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

b 33 1/3% support tests - 2022. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

Part IV Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons, as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described on lines 11b and 11c below, the governing body of a supported organization?		
11a		
b A family member of a person described on line 11a above?		
11b		
c A 35% controlled entity of a person described on line 11a or 11b above? If "Yes" to line 11a, 11b, or 11c, provide detail in Part VI .		
11c		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, directors, or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove officers, directors, or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
1		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		
2		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		
1		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
1		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
2		
3 By reason of the relationship described on line 2, above, did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		
3		

Section E. Type III Functionally Integrated Supporting Organizations

	Yes	No
1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a governmental entity (see instructions).		
2 Activities Test. Answer lines 2a and 2b below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.		
2a		
b Did the activities described on line 2a, above, constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
2b		
3 Parent of Supported Organizations. Answer lines 3a and 3b below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? If "Yes" or "No" provide details in Part VI .		
3a		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		
3b		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (*explain in Part VI*). **See instructions.**
All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (<i>explain in detail in Part VI</i>):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by 0.035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, column A)	1	
2	Enter 0.85 of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

Schedule A (Form 990) 2023

PATIENT ACCESS NETWORK FOUNDATION

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Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions		Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	1	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	3	
4 Amounts paid to acquire exempt-use assets	4	
5 Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i>)	5	
6 Other distributions (<i>describe in Part VI</i>). See instructions.	6	
7 Total annual distributions. Add lines 1 through 6.	7	
8 Distributions to attentive supported organizations to which the organization is responsive (<i>provide details in Part VI</i>). See instructions.	8	
9 Distributable amount for 2023 from Section C, line 6	9	
10 Line 8 amount divided by line 9 amount	10	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2023	(iii) Distributable Amount for 2023
1 Distributable amount for 2023 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2023 (reasonable cause required - <i>explain in Part VI</i>). See instructions.			
3 Excess distributions carryover, if any, to 2023			
a From 2018			
b From 2019			
c From 2020			
d From 2021			
e From 2022			
f Total of lines 3a through 3e			
g Applied to underdistributions of prior years			
h Applied to 2023 distributable amount			
i Carryover from 2018 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4 Distributions for 2023 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2023 distributable amount			
c Remainder. Subtract lines 4a and 4b from line 4.			
5 Remaining underdistributions for years prior to 2023, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
6 Remaining underdistributions for 2023. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
7 Excess distributions carryover to 2024. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2019			
b Excess from 2020			
c Excess from 2021			
d Excess from 2022			
e Excess from 2023			

Schedule A (Form 990) 2023

Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.
(See instructions.)

PART II, SECTION C, LINE 17A, FACTS AND CIRCUMSTANCES TEST:

1. THE FOUNDATION'S PUBLIC SUPPORT PERCENTAGE IS AT LEAST 10%.

2. THE FOUNDATION MAINTAINS A CONTINUOUS AND BONA FIDE PROGRAM FOR SOLICITATION OF FUNDS FROM THE GENERAL PUBLIC.

3. AT 27.54% THE FOUNDATION'S PUBLIC SUPPORT PERCENTAGE FOR 2023 IS WELL ABOVE THE MINIMUM REQUIREMENT OF 10% AND NARROWLY FALLS SHORT OF THE NORMAL REQUIREMENT OF 33 1/3%.

4. THE FOUNDATION NORMALLY RECEIVES SUPPORT FROM A LARGE NUMBER OF UNRELATED DONORS. DURING THE PERIOD 2019-2023, THE FOUNDATION RECEIVED SUPPORT FROM 30+ CORPORATE DONORS AND WELL OVER 1,000 INDIVIDUAL DONORS.

5. THE FOUNDATION HAS A GOVERNING BODY WHICH REPRESENTS THE BROAD INTERESTS OF THE PUBLIC. THE BOARD OF DIRECTORS INCLUDES INDIVIDUALS FROM THE ACADEMIC, NONPROFIT, BUSINESS, AND MEDICAL COMMUNITIES AS WELL AS ATTORNEYS AND CPAS.

6. THE FOUNDATION'S PROGRAMS PROVIDE GREAT BENEFIT TO THE PUBLIC. SINCE INCEPTION, THE FOUNDATION HAS PROVIDED OVER \$4 BILLION IN MEDICAL SUPPORT ASSISTANCE TO OVER 1 MILLION FINANCIALLY NEEDY PATIENTS WITH SERIOUS, CHRONIC AND RARE DISEASES PAY FOR THEIR OUT-OF-POCKET MEDICATION COSTS.

7. THE FOUNDATION PROVIDES OTHER BENEFITS DIRECTLY TO THE PUBLIC, INCLUDING:

- EDUCATES PATIENTS ABOUT COMPLEX HEALTHCARE TOPICS TO HELP THEM NAVIGATE

Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.
(See instructions.)

CARE, SUCH AS MEDICARE PART D, THE LOW-INCOME SUBSIDY PROGRAM, COPAY
ACCUMULATORS, AND MORE.

- PROVIDES TRANSPORTATION FINANCIAL ASSISTANCE TO HELP ELIGIBLE PATIENTS
GET TO AND FROM THEIR MEDICAL APPOINTMENTS AND PHARMACIES.

- PROVIDES TWO MENTAL HEALTH FINANCIAL ASSISTANCE PROGRAMS TO HELP
FINANCIALLY NEEDY PATIENTS PAY FOR THEIR OUT-OF-POCKET MEDICATION COSTS
FOR BIPOLAR DISORDER AND SCHIZOPHRENIA.

- OPERATES FUNDFINDER, A DIGITAL WEBSITE AND APPLICATION THAT ALLOWS
PATIENTS AND HEALTHCARE PROFESSIONALS TO RAPIDLY DETERMINE THE
AVAILABILITY OF FINANCIAL ASSISTANCE FROM ANY PATIENT ASSISTANCE
FOUNDATION AND PROVIDES A DIRECTORY OF PATIENT SUPPORT ORGANIZATIONS.

- OFFERS PATIENTS REFERRALS TO OTHER FINANCIAL RESOURCES WHEN THEY DO NOT
QUALIFY FOR ASSISTANCE AT THE PAN FOUNDATION.

- MAINTAINS A NETWORK OF ALLIANCE PARTNERSHIPS WITH NATIONAL PATIENT
SUPPORT ORGANIZATIONS WHO PROVIDE DISEASE-RELATED EDUCATION AND SUPPORT TO
PATIENTS AND CAREGIVERS.

- EDUCATES HEALTHCARE PROFESSIONALS ON NAVIGATING PATIENT ASSISTANCE AND
SAFETY NET RESOURCES TO HELP ENROLL THEIR PATIENTS IN RELEVANT ASSISTANCE
PROGRAMS.

- CONDUCTS RESEARCH AND POLLING ON TOPICS RELATED HEALTHCARE ACCESS AND

Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.
(See instructions.)

AFFORDABILITY, INCLUDING BUT NOT LIMITED TO SOCIAL DETERMINANTS OF HEALTH,
MENTAL HEALTH, MEDICATION ADHERENCE, AND OTHER ACCESS ISSUES.

- DEVELOPS RESOURCES TO EDUCATE POLICYMAKERS AND OTHER STAKEHOLDERS ABOUT
KEY HEALTHCARE ACCESS ISSUES.

Schedule B
(Form 990)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Attach to Form 990, 990-EZ, or 990-PF.
Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2023

Name of the organization

PATIENT ACCESS NETWORK FOUNDATION

Employer identification number

20-1184743

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☒ 501(c)(3) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000; or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year \$

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990).

For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990) (2023)

Schedule B (Form 990) (2023)

Page **2**

Name of organization

Employer identification number

PATIENT ACCESS NETWORK FOUNDATION

20-1184743

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>		\$ <u>99,092,749.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>2</u>		\$ <u>300,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>3</u>		\$ <u>20,000,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>4</u>		\$ <u>5,300,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>5</u>		\$ <u>1,327,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>6</u>		\$ <u>5,282.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Schedule B (Form 990) (2023)

Page **2**

Name of organization

Employer identification number

PATIENT ACCESS NETWORK FOUNDATION

20-1184743

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7		\$ 691,666.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8		\$ 55,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9		\$ 6,700.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10		\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
11		\$ 7,500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
12		\$ 2,220,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Schedule B (Form 990) (2023)

Page **2**

Name of organization

Employer identification number

PATIENT ACCESS NETWORK FOUNDATION

20-1184743

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13		\$ 38,300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
14		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
15		\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
16		\$ 10,750.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
17		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
18		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Schedule B (Form 990) (2023)

Page **2**

Name of organization

Employer identification number

PATIENT ACCESS NETWORK FOUNDATION

20-1184743

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19		\$ 4,050,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
20		\$ 128,925.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
21		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
22		\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
23		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
24		\$ 7,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Schedule B (Form 990) (2023)

Page **2**

Name of organization

Employer identification number

PATIENT ACCESS NETWORK FOUNDATION

20-1184743

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25		\$ 6,813.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
26		\$ 400,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
27		\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
28		\$ 36,059,677.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
29		\$ 2,046,484.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
30		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Schedule B (Form 990) (2023)

Page **2**

Name of organization

Employer identification number

PATIENT ACCESS NETWORK FOUNDATION

20-1184743

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31		\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
32		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
33		\$ 76,750,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
34		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
35		\$ 98,185.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
36		\$ 30,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Schedule B (Form 990) (2023)

Page **2**

Name of organization

Employer identification number

PATIENT ACCESS NETWORK FOUNDATION

20-1184743

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
37		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
38		\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
39		\$ 32,622.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
40		\$ 6,245.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
41		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
42		\$ 4,250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Schedule B (Form 990) (2023)

Page **2**

Name of organization

Employer identification number

PATIENT ACCESS NETWORK FOUNDATION

20-1184743

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
43		\$ 25,366,769.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
44		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
45		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
46		\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
47		\$ 1,675,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

PATIENT ACCESS NETWORK FOUNDATION

20-1184743

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>

Schedule B (Form 990) (2023)

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Name of organization	Employer identification number
PATIENT ACCESS NETWORK FOUNDATION	20-1184743

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this info. once.) \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**Complete if the organization answered "Yes" on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2023Open to Public
Inspection

Name of the organization

PATIENT ACCESS NETWORK FOUNDATION

Employer identification number

20-1184743

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <input type="checkbox"/> Yes <input type="checkbox"/> No		
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <input type="checkbox"/> Yes <input type="checkbox"/> No		

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).
☐ Preservation of land for public use (for example, recreation or education) ☐ Preservation of a historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included on line 2a	2c
d Number of conservation easements included on line 2c acquired after July 25, 2006, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year

4 Number of states where property subject to conservation easement is located

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year

8 Does each conservation easement reported on line 2d above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under FASB ASC 958, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide in Part XIII the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under FASB ASC 958, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.

(i) Revenue included on Form 990, Part VIII, line 1 \$

(ii) Assets included in Form 990, Part X \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under FASB ASC 958 relating to these items:

a Revenue included on Form 990, Part VIII, line 1 \$

b Assets included in Form 990, Part X \$

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PATIENT ACCESS NETWORK FOUNDATION

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Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that make significant use of its collection items (check all that apply).

a ☐ Public exhibitiond ☐ Loan or exchange programb ☐ Scholarly researche ☐ Other _____c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

Part V Endowment Funds Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment _____ %

b Permanent endowment _____ %

c Term endowment _____ %

The percentages on lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) Unrelated organizations? ☐ Yes ☐ No

(ii) Related organizations? ☐ Yes ☐ No

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? ☐ Yes ☐ No

	Yes	No
3a(i)		
3a(ii)		
3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		584,071.	584,071.	0.
d Equipment				
e Other		19,541,855.	10,427,310.	9,114,545.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, line 10c, column (B))				9,114,545.

Schedule D (Form 990) 2023

Schedule D (Form 990) 2023

PATIENT ACCESS NETWORK FOUNDATION

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Part VII Investments - Other Securities

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, line 12, col. (B))		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, line 13, col. (B))		

Part IX Other Assets

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, line 15, col. (B))	

Part X Other Liabilities

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) CO-PAYMENT ASSISTANCE OBLIGATION	95,303,051.
(3) OPERATING LEASE LIABILITY	2,178,403.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, line 25, col. (B))	97,481,454.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII ... ☒

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Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	381,624,761.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	7,472,044.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	7,472,044.
3	Subtract line 2e from line 1	3	374,152,717.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	276,333.
b	Other (Describe in Part XIII.)	4b	-4,679.
c	Add lines 4a and 4b	4c	271,654.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	374,424,371.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	287,861,484.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	4,679.
e	Add lines 2a through 2d	2e	4,679.
3	Subtract line 2e from line 1	3	287,856,805.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	276,333.
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	276,333.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	288,133,138.

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2:

THE FOUNDATION IS A NON-PROFIT, TAX-EXEMPT ORGANIZATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. MANAGEMENT BELIEVES THE FOUNDATION CONTINUES TO SATISFY THE REQUIREMENTS OF A TAX-EXEMPT ORGANIZATION AND IS NOT SUBJECT TO TAX. ACCORDINGLY, NO PROVISION FOR INCOME TAXES HAS BEEN REFLECTED IN THE ACCOMPANYING FINANCIAL STATEMENTS.

MANAGEMENT HAS EVALUATED THE EFFECT OF FASB GUIDANCE ON ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES. THE GUIDANCE CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES RECOGNIZED IN AN ENTITY'S FINANCIAL STATEMENTS BY PRESCRIBING A RECOGNITION THRESHOLD AND MEASUREMENT ATTRIBUTE FOR THE FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT OF A TAX POSITION TAKEN OR

Part XIII Supplemental Information (continued)

EXPECTED TO BE TAKEN IN A TAX RETURN. THE FOUNDATION'S POLICY IS TO RECORD
A LIABILITY FOR ANY TAX POSITION TAKEN THAT IS BENEFICIAL TO THE
FOUNDATION, INCLUDING ANY RELATED INTEREST AND PENALTIES, WHEN IT IS MORE
LIKELY THAN NOT THE POSITION TAKEN BY MANAGEMENT WITH RESPECT TO A
TRANSACTION OR CLASS OF TRANSACTIONS WILL BE OVERTURNED BY A TAXING
AUTHORITY UPON EXAMINATION.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

LOSS ON DISPOSAL OF FA -4,679.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

LOSS ON DISPOSAL OF FA 4,679.

**SCHEDULE G
(Form 990)**Department of the Treasury
Internal Revenue Service**Supplemental Information Regarding Fundraising or Gaming Activities**

Complete if the organization answered "Yes" on Form 990, Part IV, line 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

Attach to Form 990 or Form 990-EZ.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2023Open to Public
Inspection

Name of the organization

PATIENT ACCESS NETWORK FOUNDATION

Employer identification number

20-1184743**Part I****Fundraising Activities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a** ☒ Mail solicitations **e** ☒ Solicitation of non-government grants
b ☒ Internet and email solicitations **f** ☐ Solicitation of government grants
c ☒ Phone solicitations **g** ☐ Special fundraising events
d ☒ In-person solicitations

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☒ **Yes** ☐ **No****b** If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
THE PURSUANT GROUP - 15660 N. DALLAS PKWY, #1000, DALLAS,	INDIVIDUAL GIVING CAMPAIGN		X	0.	577,705.	-577,705.
Total					577,705.	-577,705.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

AL, AK, AZ, AR, CA, CO, CT, DE, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY

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PATIENT ACCESS NETWORK FOUNDATION

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Part II Fundraising Events. Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts				
	2 Less: Contributions				
	3 Gross income (line 1 minus line 2)				
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary. Add lines 4 through 9 in column (d)				
	11 Net income summary. Subtract line 10 from line 3, column (d)				

Part III Gaming. Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				
	8 Net gaming income summary. Subtract line 7 from line 1, column (d)				

9 Enter the state(s) in which the organization conducts gaming activities: _____

a Is the organization licensed to conduct gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: _____

Schedule G (Form 990) 2023

PATIENT ACCESS NETWORK FOUNDATION

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- 11** Does the organization conduct gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity conducted in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name _____

Address _____

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization \$ _____ and the amount of gaming revenue retained by the third party \$ _____

c If "Yes," enter name and address of the third party:

Name _____

Address _____

- 16** Gaming manager information:

Name _____

Gaming manager compensation \$ _____

Description of services provided _____

☐ Director/officer ☐ Employee ☐ Independent contractor

- 17** Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year \$ _____

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions.

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: THE PURSUANT GROUP

(I) ADDRESS OF FUNDRAISER: 15660 N. DALLAS PKWY, #1000, DALLAS, TX 75248

SCHEDULE G, PART I, LINE 2B, COLUMN (IV):

NO AMOUNT HAS BEEN REPORTED IN COLUMN (IV) BECAUSE IT IS DIFFICULT TO

DETERMINE WHAT PORTION OF CONTRIBUTION REVENUE RECEIVED DURING THE YEAR WAS ATTRIBUTABLE TO THIS FUNDRAISER'S EFFORTS.

SCHEDULE I
(Form 990)Department of the Treasury
Internal Revenue Service**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.
Attach to Form 990.
Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2023**Open to Public
Inspection**

Name of the organization

PATIENT ACCESS NETWORK FOUNDATION**Employer identification number**
20-1184743**Part I** **General Information on Grants and Assistance****1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?☒ **Yes**☐ **No****2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.**Part II** **Grants and Other Assistance to Domestic Organizations and Domestic Governments.** Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of noncash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table**3** Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) 2023

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PATIENT ACCESS NETWORK FOUNDATION

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Part III

Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
MEDICATION CO-PAY ASSISTANCE	110520	255,391,522.	0.		

Part IV

Supplemental Information. Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

PART I, LINE 2:

THESE FUNDS REPRESENT THE GRANTS MADE FOR THE BENEFIT OF PATIENTS. THROUGH AN APPLICATION PROCESS WHICH INCLUDES INCOME VERIFICATION AND CONFIRMATION OF MEDICAL NEED AGAINST ELIGIBILITY CRITERIA SET BY THE BOARD, PAN ENSURES THAT ALL PATIENTS WHO REQUEST OUR SERVICES MEET THE CRITERIA FOR RECEIVING A GRANT BEFORE ANY FUNDS ARE DISBURSED. THE PATIENT'S GRANT WILL PROVIDE ASSISTANCE FOR THEIR RESPONSIBILITY (DEDUCTIBLE, CO-PAYMENT, OR COINSURANCE) FOR COVERED MEDICATION SERVICES AFTER PAYMENT FROM THE PRIMARY INSURANCE OR THE AMOUNT AVAILABLE TO EACH PATIENT IS LIMITED BY A CAP SET

Part IV Supplemental Information

BY THE BOARD. FUNDS ARE DISBURSED TO THE PHARMACY OR PHYSICIAN'S OFFICE
WHEN POSSIBLE, SINCE WE WANT TO ENSURE THAT THE PATIENT DOES NOT NEED TO
PROVIDE FUNDS OUT-OF-POCKET FOR THEIR MEDICATIONS.

**SCHEDULE J
(Form 990)**Department of the Treasury
Internal Revenue Service**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees
Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
Attach to Form 990.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2023Open to Public
Inspection

Name of the organization

PATIENT ACCESS NETWORK FOUNDATION

Employer identification number

20-1184743**Part I Questions Regarding Compensation**

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

3 Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in or receive payment from a supplemental nonqualified retirement plan?
- c** Participate in or receive payment from an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

X

X

X

X

X

X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2023

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PATIENT ACCESS NETWORK FOUNDATION

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Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC and/or 1099-NEC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) KEVIN HAGAN PRESIDENT & CEO	(i)	469,670.	59,150.	552.	13,200.	25,616.	568,188.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) NECHUMAH GETZ CHIEF STRATEGY & OPERATION	(i)	316,286.	32,693.	153,112.	13,200.	1,232.	516,523.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) SCOTT SCHLENOFF CFO & TREASURER	(i)	271,310.	28,266.	153,112.	12,329.	25,616.	490,633.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) AMY NILES CHIEF ADVOCACY & ENGAGEMENT OFFICER	(i)	238,734.	28,620.	155,560.	5,400.	17,227.	445,541.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) LEENA PATEL VICE PRESIDENT OF DEVELOPMENT	(i)	206,498.	21,443.	131,429.	9,569.	18,852.	387,791.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) KISHORE BALASUBRAMANYA CHIEF TECHNOLOGY OFFICER	(i)	329,446.	17,314.	570.	13,200.	25,616.	386,146.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) RICHARD CITRENBaum VICE PRESIDENT OF OPERATIONS	(i)	229,076.	25,467.	457.	9,658.	25,581.	290,239.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) ANDRE HARRELL CHIEF GROWTH OFFICER	(i)	214,447.	0.	46,976.	4,933.	11,111.	277,467.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(9) KIM BAICH CHIEF DIVERSITY & HEALTH EQUITY OFFI	(i)	228,423.	10,330.	964.	7,354.	18,852.	265,923.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(10) MIA HARMON CHIEF COMPLIANCE AND PRIVACY OFFICER	(i)	221,222.	10,125.	193.	7,530.	17,222.	256,292.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Schedule J (Form 990) 2023

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINES 4A-B:

PART I, LINES 4A-4B:

SEVERANCE:

ANDRE HARRELL RECEIVED SEVERANCE BENEFITS OF \$46,250. THE TERMS AND
CONDITIONS WERE CONSISTENT WITH INDUSTRY STANDARDS.

SUPPLEMENTAL NON-QUALIFIED RETIREMENT PLAN:

SCOTT SCHLENOFF, AMY NILES, NECHUMAH GETZ, AND LEENA PATEL PARTICIPATED IN
THE ORGANIZATION'S 457(F) PLAN EFFECTIVE JANUARY 1, 2020. THE BENEFIT
PAYABLE TO EACH PARTICIPANT UNDER THE PLAN IS AN AMOUNT EQUAL TO 75% OF THE
PARTICIPANT'S 2020 ANNUAL BASE SALARY. EACH PARTICIPANT BECAME VESTED IN
HIS OR HER BENEFIT ON DECEMBER 31, 2023, AND WERE PAID OUT THE FOLLOWING
AMOUNTS FROM IT:

SCOTT SCHLENOFF: \$152,537

AMY NILES: \$152,537

NECHUMAH GETZ: \$152,537

LEENA PATEL: \$131,250

SCHEDULE O
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

Attach to Form 990 or Form 990-EZ.

Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2023Open to Public
Inspection

Name of the organization

PATIENT ACCESS NETWORK FOUNDATION

Employer identification number

20-1184743

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

TREATMENT THEY NEED BY PAYING FOR THEIR OUT-OF-POCKET COSTS AND

ADVOCATING FOR IMPROVED ACCESS, EQUITY, AND AFFORDABILITY.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

HEALTH AND HUMAN SERVICES, OFFICE OF THE INSPECTOR GENERAL (OIG

ADVISORY OPINION 07-18)

FORM 990, PART VI, SECTION A, LINE 1A:

THE EXECUTIVE COMMITTEE MAKES DECISIONS ON BEHALF OF THE FULL BOARD BETWEEN

BOARD MEETINGS IN URGENT CIRCUMSTANCES AND FULFILLS ANY OTHER SPECIFIC

ACTIONS DELEGATED TO THE COMMITTEE BY THE FULL BOARD. URGENT CIRCUMSTANCES

ARE DETERMINED BY THE BOARD CHAIR IN CONSULTATION WITH THE PRESIDENT AND

CEO. ALL MEMBERS OF THE EXECUTIVE COMMITTEE ARE ALSO VOTING BOARD MEMBERS.

FORM 990, PART VI, SECTION B, LINE 11B:

THE 990 IS REVIEWED BY THE FINANCE COMMITTEE. ALL BOARD MEMBERS RECEIVE A

COPY OF THE FORM PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C:

AS POTENTIAL BOARD MEMBERS OR OFFICERS ARE RECRUITED THEY ARE ASKED ABOUT

POSSIBLE CONFLICTS OF INTEREST. UPON JOINING PAN, AND AT LEAST ANNUALLY,

MEMBERS READ AND SIGN THE CONFLICT OF INTEREST POLICY. IF ANY CONFLICTS

ARE NOTED ON THE FORM, MORE INFORMATION WILL BE GATHERED AND IT WILL BE

DETERMINED IF THE ISSUE IS MATERIAL. IN ADDITION, THAT MEMBER WILL ABSTAIN

FROM ALL DISCUSSIONS AND VOTE ON THE MATTER. IF IT IS MATERIAL, WE INVOLVE

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990) 2023

Name of the organization	PATIENT ACCESS NETWORK FOUNDATION	Employer identification number	20-1184743
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LEGAL COUNSEL AND A DETAILED FOLLOW UP AND RESOLUTION WILL OCCUR.

FORM 990, PART VI, SECTION B, LINE 15:

THE INDEPENDENT BOARD DETERMINES THE COMPENSATION FOR THE PRESIDENT/CEO.

THE CURRENT PRESIDENT/CEO STARTED IN SEPTEMBER 2021. HIS COMPENSATION WAS DETERMINED WITH THE HELP OF AN OUTSIDE CONSULTANT WHO USED DATA FROM OTHER ORGANIZATIONS' 990S. ALL OTHER EMPLOYEES SALARIES ARE DETERMINED BY THE PRESIDENT/CEO IN ACCORDANCE WITH THIRD PARTY COMPENSATION SURVEYS. THE MOST RECENT STAFF COMPENSATION STUDY WAS COMPLETED IN 2022. IN ADDITION, PERIODICALLY, THE STAFF REVIEWS FORMS 990 OF ORGANIZATIONS WITH SIMILAR MISSIONS TO HELP DETERMINE COMPENSATION.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

AL,AR,CA,DC,FL,GA,HI,IL,KS,KY,MD,MA,MS,MI,MN,NH,NM,NJ,NY,OR,PA,RI,SC,TN,UT
VA,WV,WI

FORM 990, PART VI, SECTION C, LINE 19:

THE ORGANIZATION'S FINANCIAL STATEMENTS ARE POSTED ON ITS WEBSITE. THE ORGANIZATION'S GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY MAY BE MADE AVAILABLE UPON REQUEST ON A CASE BY CASE BASIS.

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service**Related Organizations and Unrelated Partnerships**

Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2023**Open to Public
Inspection**

Name of the organization

PATIENT ACCESS NETWORK FOUNDATIONEmployer identification number
20-1184743**Part I Identification of Disregarded Entities.** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
PAN BRIGHTTRACK, LLC - 93-4724067 1032 15TH ST NW, STE 413 WASHINGTON, DC 20005	PURSUE ACTIVITIES RELATED TO CLINICAL TRIALS	DELAWARE	0.	0.	PAN FOUNDATION

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2023

SEE PART VII FOR CONTINUATIONS

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.**Note:** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	1a	
b Gift, grant, or capital contribution to related organization(s)	1b	
c Gift, grant, or capital contribution from related organization(s)	1c	
d Loans or loan guarantees to or for related organization(s)	1d	
e Loans or loan guarantees by related organization(s)	1e	
f Dividends from related organization(s)	1f	
g Sale of assets to related organization(s)	1g	
h Purchase of assets from related organization(s)	1h	
i Exchange of assets with related organization(s)	1i	
j Lease of facilities, equipment, or other assets to related organization(s)	1j	
k Lease of facilities, equipment, or other assets from related organization(s)	1k	
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	
o Sharing of paid employees with related organization(s)	1o	
p Reimbursement paid to related organization(s) for expenses	1p	
q Reimbursement paid by related organization(s) for expenses	1q	
r Other transfer of cash or property to related organization(s)	1r	
s Other transfer of cash or property from related organization(s)	1s	
2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.		

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI **Unrelated Organizations Taxable as a Partnership.** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R. See instructions.

PART I, IDENTIFICATION OF DISREGARDED ENTITIES:**NAME, ADDRESS, AND EIN OF DISREGARDED ENTITY:**

PAN BRIGHTTRACK, LLC

EIN: 93-4724067

1032 15TH ST NW, STE 413

WASHINGTON , DC 20005

PRIMARY ACTIVITY: PURSUE ACTIVITIES RELATED TO CLINICAL TRIALS

DIRECT CONTROLLING ENTITY: PAN FOUNDATION